

HOUSE OF WAX

by
Chad Hayes & Carey Hayes

(2004)

Based on the 1953 film
of the same name.

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FADE IN

EXT. RURAL ROAD - BACKWOODS - IOWA - NIGHT

Moonlight creeps through the scattered clouds -- silhouettes thick foliage that lines both sides of this lonely stretch of asphalt.

Headlights crawl over a knoll in the distance. Seconds later...

A black, late model, two-door BMW flies down the road.

INT. BMW - SAME

TIGHT ON a plastic, molded caricature of a CALIFORNIA SURFER DUDE with a board in hand (standing upright). It's stuck to the dash -- bobbing to the rhythm of the road.

GIRL (VO)

...I'm going to keep driving through the night if I can.

Widen to see --

JENNIFER TAYLOR (20's). Steering wheel in one hand, cell in the other. Tunes kick out a beat. Warm night. Sunroof's open. The car's loaded with personal stuff; she's moving somewhere.

JENNIFER

(listens)

...I don't know, somewhere in Iowa between the world's largest Prairie dog and --

Her headlights drift across an old, weathered, dilapidated wooden sign leaning with age, welcoming people to come visit the world famous, "TRUDY'S HOUSE OF WAX".

JENNIFER (cont'd)

-- Some House of Wax. Do people actually stop at these things?

(listens)

Hey -- you there? Hello?

Glances to her cellphone signal. Lost the signal. Hangs up. Lies the phone down on a center console, then --

Her headlights catch a quick glimpse of a LONG 2x4 in the middle of the road -- swerves, but catches part of it -- the board splinters and shreds underneath -- she wrestles for control, gets it, then the dreaded THUMP, THUMP, THUMP of a flat.

Pulls over. Turns off the ignition. Leaves the lights on.

JENNIFER (cont'd)

Shit.

EXT. BMW - SIDE OF ROAD - NIGHT

Jennifer gets out. Looks to the back tire. Couldn't get any flatter. Sees a busted piece of the wood stuck to it. Moves closer. Examines -- the wood is pierced with bent, rusty nails -- several of which are embedded into her tire.

Then something else on the wood catches her attention -- looks closer -- it's SPOTTED WITH DRIPS OF WAX.

Moves to the trunk. Her tail lights reveal a California license plate. Uses her keys -- pops the trunk open.

She pulls out the spare, tire iron and jack from the loaded trunk. Moves to the side of the car with the jack to set it up first.

As she looks underneath to see where to place the jack, she SEES THAT THE OTHER REAR TIRE has met the same fate. Double shit.

JENNIFER

I don't believe this.

Stands. With little hope, she retrieves her cell from inside, pops up the antenna and raises it in the air -- turns a slow three-sixty looking for a signal. Waste of time. What the hell's she going to do now?

And then -- sudden hope as faint, distant lights slice through the darkness. She looks down the road to see A TRUCK coming her way.

JENNIFER (cont'd)

Thank God.

Jennifer quickly reaches into her car and hits the hazard lights. They begin to flash.

Double insurance -- waves her hands.

The truck pulls over. Parks five feet behind her car. The glaring lights blind her, obscuring the driver's identity, but not his strong frame. She shields her eyes.

JENNIFER (cont'd)

Thank you so much -- didn't know what I was going to do.

No response.

Jennifer waits for the driver to exit, but he just sits there. She can see that his window is down --

JENNIFER (cont'd)

Can you hear me?

She takes a couple of steps closer to the truck, but a labored, DEEP, RASPY, RUGGED BREATHING SOUND emanating from within stops her cold in her tracks.

(CONTINUED)

CONTINUED:

JENNIFER (cont'd)
Are you okay?

A serious silence lingers - normal people don't do this.
She loses her smile.

The truck's HEADLIGHTS shut off -- inside the cab remains dark. We don't get to see the driver's face and we won't -- for a while, but what little we catch a glimpse of, we realize there's something very fucked up about it. So does Jennifer.

As she starts to back away --

JENNIFER (cont'd)
You know, it's cool. I called Triple A
anyway. Should be here any minute.

The figure remains still.

JENNIFER (cont'd)
Seriously, it's okay.

Gets to her car. Jumps in.

INT. BMW - CONTINUOUS

Hits the auto lock. Both sides drop. Goes to start the car and realizes she left the keys in the trunk lock. Fuck.

Her panicked filled eyes glance up to her rearview mirror -- the raised trunk blocks her view of the truck.

Looks to the side mirror -- her heart skips a beat -- the truck's cab is empty. Shit -- where did he go? Whips her focus to the passenger side view mirror - no sign of him.

Her trunk is suddenly slammed closed! The driver jumps onto it, his weight rocking Jennifer back, deeper into her seat. She screams! Cranes to see through the back window -- the lower half of her assailant; jeans, steel tipped boots.

Then that BREATHING SOUND. Sounds so close...

Her face drains of color as she realizes why -- the sun roof's still open. Her eyes slowly roll upward, afraid of what she's going to see --

WHOOSH! HANDS drop in -- grabbing her around the neck. Start to pull her out!

Jennifer flails -- scrambles to get hold of something -- anything for a weapon. Her fingers find the SURFER DUDE on the dash. Rips it off and blindly THRUSTS THE TIP OF THE SURFBOARD UPWARD into her assailant!

A CHUNK of something falls onto her lap -- we look, she doesn't. It's a piece of wax.

She's yanked straight upward -- right out of the sunroof!

EXT. BMW - TRUNK - CONTINUOUS

Jennifer is tossed like a rag doll with such force off the back, her head hits against the truck's front right headlight, busting it -- glass drops to the ground. She bounces back toward her trunk. Looks up --

Jennifer's pov - her attacker is standing on her trunk, looking down at her. Still can't make out his face.

He jumps down -- would've hit her if she hadn't rolled. Finds herself looking at her tire iron. Grabs it -- swings, nails him in the leg.

As the pain surges through his body --

She scrambles to her feet, losing the tire iron in the process. Takes off across the road and into the woods. Her assailant discards his pain -- picks up the TIRE IRON. Chase continues.

INT. WOODS - CONTINUOUS

She plows through a thicket. Thorns tearing at her hair and skin. Adrenaline pumping through her fleeing body.

OTHER SIDE OF THICKET - MOMENTS LATER

Jennifer bulldozes through. Shredded. Breathing hard.

Tries to listen for her assailant, then --

The DEEP, RASPY, RUGGED BREATHING SOUND.

She doesn't move. Cocks her head -- where's it coming from?

There it is again! She nervously scopes the trees, disoriented.

She continues looking everywhere, then knows she has to move -- somewhere -- anywhere -- digs for the courage, finds it and takes off.

She races deeper and deeper into the forest, continually looking behind her. Can't hear anything. Runs another fifty yards. Stops. Leans against a tree. Trying to be silent -- but her beating heart is pounding out like a drum.

She steps out, looks around -- scared to death. Did she lose him?

A WHIRLING NOISE coming at her cuts the silence...

She pivots to see --

Jennifer's pov - it's the TIRE IRON spinning right at her! Just at the moment of impact --

SMASH CUT TO:

(CONTINUED)

CONTINUED:

SPLATTERING KETCHUP

onto a half-eaten pile of french fries.

Widen to see we're --

EXT. DAIRY QUEEN - SMALL TOWN - IOWA - NIGHT

The place has seen much better days. Gnats circle outdoor lights.

Sitting at a table, squeezing the ketchup onto the fries is WADE KEITEL (22). Hip. Striking. Sports a couple of tats on his arms.

A GIRL'S HAND reaches into frame, helping herself to one of his fries.

He throws a glance over to his girlfriend, CARLY FOSTER (21). Intelligent. Driven. She has the New York Times APARTMENTS FOR RENT section next to her -- there's a couple of ads highlighted. Pops the fry into her mouth.

CARLY
Everything's so expensive.

WADE
A little premature, don't you think?

With a slightly defensive tone --

CARLY
Just checking it out.

GUY'S VOICE(O.C.)
...I can't believe what's in here --
listen to this. Are you a Chihuahua,
Irish Setter, Pekinese, Rottweiler or
Poodle in bed?

Widen further --

Talking is NICK FOSTER. Carly's nineteen-year-old brother sitting on the other side of the table. He's a guy who's got everything but his shit together. Gives his T-shirt a tight fit. He's finishing a burger and reading from Cosmopolitan.

NICK
Who the fuck would admit they were a
poodle?

Next to him is DALTON GREENE -- same age. He's a Nick wannabe. Wears a ratty Metallica tank shirt over his rail thin torso. A well worn baseball cap covers his head. On it reads: Burdge Sanitation -- "Your shit is our bread and butter". Dalton slurps a soda.

DALTON
...I think it's a french thing -- you
know, like Pepe LaPue.

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CONTINUED:

NICK
He was a skunk, dipshit.

CARLY
If you're just going to make fun of it,
give it back.

NICK
And you're going to be working for this
rag?

He tosses it across the table back to her.

CARLY
At least it's a real job Nick, not
bouncing at some bar just so you can take
drunk chicks home and get laid.

DALTON
Hey -- can we get in on any of those
photo shoots? Like stand there and
watch?

CARLY
No, you perv.

With a slightly biting tone --

WADE
She doesn't have the job yet.

NICK
Yeah, right -- you ever known my sister
not to get something she wants?

Carly and Wade exchange a look -- there's an uneasiness about
this subject matter.

Exiting the Dairy Queen's bathroom behind them is PAIGE
EDWARDS (20). Hometown girl. Fun. Spunky.

PAIGE
That -- was disgusting.

GUYS VOICE O.C.
Hey -- found a short cut!

Everyone looks ten feet away to BLAKE HAWTHORN, early
twenties; scrubbed clean -- wears a University of Nebraska T-
shirt. With a half-eaten burger in hand, he's sitting in his
brand new (sticker still in the window) tricked out Ford 350
pickup; four door, dual-rears, lift kit. Door open toward
the group. There's a GPS SCREEN lit up on his dash. A sign
on the side of the truck reads: HAWTHORN CONSTRUCTION.

BLAKE
Looks like it might save us almost an
hour.

Wade's IMMACULATE 1968 GTO MUSCLE CAR is parked next to him.

(CONTINUED)

CONTINUED: (2)

NICK

We gonna have to listen to him go on about his new toy all weekend?

WADE

Maybe if you had a car Nick, you might understand.

DISSOLVE TO:

INT. WADE'S GTO - NIGHT

Wade's behind the wheel. Carly next to him. Nick and Dalton are in the back seat.

They're cruising along an isolated span of road through the rolling hills of the heartland; headlights kicking out the terrain ahead.

RADIO (V.O.)

It's down to the wire in college football tomorrow as record crowds are expected in Ames for the Iowa/Nebraska game. To all you Cornhusker/Cyclone fans -- get there early!

Even though the VOICE continues from the car's radio, Wade's fingers are tapping out some tune he's running through his head. Carly starts surfing the stations.

WADE

Parking's going to be a bitch tomorrow.

She settles on a station, casually sits back, placing her feet up on the dash -- immediately gets an annoyed look from Wade -- she knows better.

CARLY

Sorry -- forgot.

Drops her feet.

WADE

What's this?

Wade slows -- Carly looks ahead to see, in the middle of the road, TWO STROBING FLORESCENT TRANSPORTATION DETOUR SIGNS pointing them onto another road.

CARLY

Wonder what happened?

WADE

So much for Blake's shortcut.

Wade turns onto the other road; another two lane; more worn. Gets the car back up to speed.

(CONTINUED)

CONTINUED:

A few moments later -- Blake pulls his truck along the side of them. He slowly turns his head, grinning at them like a Cheshire cat.

CARLY
Where's Paige?

WADE
Look at his face -- give you two guesses.

Just then -- popping her head up into view from the seat next to Blake is Paige. She sees everyone looking at her and immediately knows what they were thinking -- then one look to Blake and she realizes he's the one who started it. Playfully slaps him. She lifts a cell. A second later...

A CELL PHONE cradled in Wade's ashtray RINGS. Carly answers it, laughing as she stares at Paige.

CARLY
You are so busted.

PAIGE (VO)
It's not what you think. I dropped my Chapstick.

CARLY
Yeah. Right.

Paige holds up her hand. Gives Carly the "birdie" using the Chapstick in place of her middle finger.

CARLY (cont'd)
Ask Blake how much further to Ames? I've got to pee.

CUT TO:

INT. BLAKE'S TRUCK - SAME

Paige looks to Blake.

PAIGE
We almost there?

Blake refers to a map on the GPS screen.

BLAKE
'Bout forty miles.

PAIGE
(on phone)
You hear that?

CARLY (VO)
Yeah, let's pull over and find a place to camp, then. We're close enough for tomorrow.

(CONTINUED)

CONTINUED:

PAIGE
(to Blake)
They want to stop.

Blake checks out the GPS again. Sees --

BLAKE
There's a turn-off a couple of miles
ahead. We'll see if we can find a place
to set up around there.

PAIGE
(on phone)
Okay, follow us.

INT. GTO - SAME

Just as Carly hangs up the phone --

SOMETHING SUDDENLY BLITZES across the road in front of the
Truck and GTO -- THUD! Wade clips whatever it was.

He skids to a tire burning, screeching halt.

Blake stops his truck a few feet beyond.

WADE
Whatthefuck was that?

EXT. TWO-LANE - NIGHT

Wade gets out of his car. Immediately goes to check out the
damage; front right is banged up.

WADE
Goddamnit.

Blake, who has a flashlight in hand, joins him.

BLAKE
Just came out of nowhere. See what it
was?

WADE
No...

Blake shines the light back down the side of the road.
Nothing... nothing... then --

His light picks up something tangled up in some dense
foliage; it looks like a body; semi-curved. Spasmatic
jerking motions rattle the branches. It's still alive.

WADE (cont'd)
Jesus --

BLAKE
Tell me that's not what I think it is.

Carly starts to get out of the car --

(CONTINUED)

CONTINUED:

WADE
Stay there!

Suddenly very concerned --

CARLY
What is it?

WADE
Just stay in the car.

Wade and Blake follow the light's path. As they get nearer, their pace slows.

EXT. EDGE OF ROAD - CONTINUOUS

The guys step off the road. Move toward the foliage... eight feet, seven, six -- a hand suddenly comes down on their backs, scaring the shit out of them! It's Nick.

NICK
What'd ya hit?

They look back.

BLAKE
Jesus Nick --

Nick pops a beer in his hand. Looks at them -- what?

Wade refocuses his attention to the trees. Shines the light back on target -- the spasms have stopped.

As they move in closer, they breath a sigh of relief, realizing it's not a body after all, but a BUCK. Antlers busted -- glazed eyes, tongue draping. Now dead.

NICK
Precisely why you should look both ways before crossing the road.

EXT. GTO AND TRUCK - RIGHT AFTER

Wade, Blake and Nick return to the cars. Find the rest standing outside -- curious.

PAIGE
What was it?

WADE
A deer.

CARLY
That's so sad.

As everyone starts to get back in, Wade stops Nick, who has the beer in his hand --

(CONTINUED)

CONTINUED:

WADE
You're not getting into my car with that.
Get rid of it.

NICK
That'd be littering.

WADE
Now.

NICK
We're in the middle of nowhere --

Wade sends an annoyed look to Carly.

CARLY
Nick -- now.

NICK
Jesus -- fine. Relax.

He guzzles the entire contents, then chucks the beer can off to the side of the road. Looks to Wade -- belches, then gets in. They climb in.

INT. GTO - CONTINUOUS

Wade fires up the GTO -- looks to Carly.

WADE
I'm so glad he came along.

CARLY
Like I had a choice?

TIME CUT TO:

EXT. TWO-LANE - RIGHT AFTER

As Wade follows Blake's truck turn off the road onto an even more dated two-lane, their headlights sweep the dilapidated wooden sign we saw in the opening, welcoming people to come visit the world famous, "TRUDY'S HOUSE OF WAX".

The two cars continue up the lonesome road, disappear over a slight hill.

INT. BLAKE'S TRUCK - NIGHT

As they continue along --

PAIGE
Hey, how 'bout up there on the left?

BLAKE
Looks good to me.

The truck's headlights grab a dirt road flanked by two rotted wooden posts; an old, rusty chain slinks to the ground off one of them.

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CONTINUED:

Blake turns onto the road. Wade follows.

EXT. DIRT ROAD - SAME

As the two cars pass through the opening between the posts, they're unaware that they drive right over a "NO TRESPASSING SIGN" half buried in the dirt.

DISSOLVE TO:

EXT. CLEARING - BACK OF CARS - NIGHT

The truck and GTO are parked side by side. Blake's truck bed; full of organized EDDIE BAUER camping gear and portable CD player. Wade's trunk; a crap load of disorganized ground pads, sleeping bags, flashlights, grocery bags, and a guitar.

Carly is standing at the back of the GTO grabbing a duffle bag, when Paige and Dalton approach.

DALTON

Here, let me get that for ya.

Somewhat surprised --

CARLY

Sure.

Dalton takes the bag from Carly and walks away.

PAIGE

He's sweet in a dirty, skinny, sort of way.

CARLY

I thought if Nick brought him along, he'd have someone to play with and stay out of our way.

PAIGE

Couldn't your parents have just put him in a kennel?

CARLY

I wish.

Carly sees something in Paige's eyes; a twinkle.

CARLY (cont'd)

What?

PAIGE

What-what?

CARLY

Something's up. Tell me.

There's a momentary struggle with her conscience, then --

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CONTINUED:

PAIGE
(half-whisper)
Blake told me his mom and dad gave him
some land, and they're going to build a
house for him...

Carly looks at her -- understands the significance. Starts humming the wedding march.

CARLY
Why didn't you tell me earlier?

PAIGE
I don't know, with what you and Wade are
going through... I didn't want to bum you
out.

CARLY
We'll get through it. I'm really happy
for you.

Carly gives her a hug.

PAIGE
Now I just wonder when he's going to pop
the question.

Paige and Carly grab some gear --

PAIGE (cont'd)
Don't say anything -- I don't want to
spook him.

The two of them continue over to a campsite being set up a short distance away. Two lanterns give the area ample light.

Blake, Dalton and Wade are starting to put up a tent. Nick is a short distance away, pulling a beer out of a cooler. Carly walks away from Paige and approaches her brother. Bothered.

CARLY
What are you doing?

NICK
Havin' another beer. Gonna tell mom and
dad?

CARLY
Why aren't you helping with the tent?

Nick pops his beer -- glances over to the guys.

NICK
They look like they've got it under
control.

Takes a sip.

(CONTINUED)

CONTINUED: (2)

CARLY

I know you don't want to be here, but guess what -- no one wants you here either. So -- quit being such an asshole and for once, try to make the most out of something.

NICK

I don't need a fucking baby-sitter, thank you.

CARLY

Well, maybe if you and your friends hadn't trashed mom and dad's house last time they were away --

NICK

It just sucks that there isn't room for two perfect kids in our family.

CARLY

At least I give a shit.

NICK

You're confusing that with ass kissing.

She holds him in a cold stare --

CARLY

I hope to hell I get that job.

Carly leaves.

NICK

That makes two of us.

Although he says it, we're not sure he means it.

Just then, a breeze sweeps across the camp from a nearby tree grove and everyone's nose cringes with disgust.

PAIGE

Whoa! What's that smell?

Wade picks up a flashlight from a pile of camping gear. Shines it into the trees that surround the clearing, looking for some source.

Carly covers her face with her hand.

CARLY

That's horrible.

Everyone follows Wade's light as he sweeps the area around them.

NICK

...Something's dead out there.

(CONTINUED)

CONTINUED: (3)

DALTON

Yeah... smells like my uncle's slaughterhouse.

The words hang heavy for a moment.

NICK

Nice place you picked, Blake.

PAIGE

I don't smell it now.

WADE

Wind must've changed.

CARLY

Maybe we should move camp?

Not seeing anything unusual, Wade turns off the flashlight.

BLAKE

No way -- a little tequila and no one will give a shit. Let's party.

DISSOLVE TO:

EXT. CLEARING - CAMPSITE - LAKE SIDE - NIGHT

Music BLASTS.

TIGHT ON A SHOT GLASS being filled with tequila.

Widen -- it's wedged between Paige's perfect breasts -- which protrude slightly from the top of her tight, V-neck T-shirt. She leans forward, pouring the contents directly into Blake's wanting mouth, who is on his knees before her, looking up.

Widen further and we see that a party is in full swing. A bonfire roars. Music's coming from the portable CD player sitting on the hood of Blake's truck.

Carly, with the tequila bottle in hand, moves to Wade, who is jamming on his guitar. He doesn't miss a beat while she pours him a shot.

Nick and Dalton anxiously wait their turn.

A SINGLE HEADLIGHT BEAM suddenly cuts through the black night in the distance. An engine rumbles. It's a truck approaching.

The friends watch as the truck weaves its way right up to their camp, coming to a stop; locking the group in its single-light, high-beam glare. It's right front headlight is busted.

They shield their eyes from the intense light. Can't see the driver's face. Wait. Wait some more. No movement.

(CONTINUED)

CONTINUED:

PAIGE
This is creepy.

WADE
You need something?

No response.

CARLY
What's he want?

NICK
Fuck this.

Takes a step forward.

NICK (cont'd)
You got the wrong address pal -- now get
outta here before I kick your ass.

CARLY
Don't piss him off.

NICK
He's pissing me off. WHAT THE HELL DO
YOU WANT?

Dalton, feeling a boost of confidence gets to his feet.
Stands next to Nick. Blake and Wade rise.

DALTON
We'll mess you up, man.

The truck slowly backs up. Drives away.

Nick smiles, feeling the effects of his bravado.

CARLY
What's up with that?

DISSOLVE TO:

EXT. CAMPSITE - LATE

A full moon cascades through dark clouds. The trees throw
strange shaped shadows across the ground as an occasional
breeze sways them.

CUT TO:

A SUBJECTIVE POV moves between the truck and GTO toward the
campsite.

As it continues, WE HEAR the DEEP, RASPY, RUGGED BREATHING
SOUND we heard earlier.

Passes the dull embers of the dying campfire, then a tree
stump crowded with empty beer cans and the tequila bottle.

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CONTINUED:

It moves toward the tent -- the front flap getting tasseled in the breeze -- giving the POV momentary glimpses of everyone inside; sleeping, vulnerable. Carly and Wade, in their sleeping bags, are closest to the opening.

The pov moves closer. Closer. Ever so silent.

The BREEZE topples one of the beer cans off the cooler and onto the ground.

INT. TENT - SAME

Carly snaps awake. Sits up. Looks outside, but the moving tent flap keeps obscuring her view. Nudges Wade.

CARLY
(whisper)
Wade -- wake up.

Doesn't open his eyes, but --

WADE
What?

CARLY
Heard something.

WADE
...Okay. Love you too.

He throws an arm over her and immediately goes back to sleep.

Carly, who's still unsettled, takes Wade's arm off her. Gets to her knees. Slowly moves closer to the front, stops the flap in her hand -- peels it back -- almost afraid of what she might see.

Scans the campsite. Leans her head out further from the tent to get a better look.

She looks into the trees --

THE BREEZE TOPPLES another beer can -- rolls onto the ground next to the other. That's what it was. She grins at her own paranoia. A rain shower begins. She slips back inside, securing the straps behind her.

DISSOLVE TO:

EXT. CAMPSITE - DAY

The rain has soaked the ground. Blake pokes his "hung-over" head out from the tent.

He casually glances to his wristwatch --

BLAKE
Shit.

Looks back inside.

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CONTINUED:

BLAKE (cont'd)
You guys, it's one o'clock! Get up!
We're going to miss the game.

CUT TO:

EXT. GTO/TRUCK - SOON AFTER

The camp has been packed up. Blake, Wade, Dalton and Nick are loading the gear into the truck and the GTO.

WADE
How come the girls always have to go pee
when we're loading?

BLAKE
Like they're any help if they're here?

WADE
Good point.

Wade closes the trunk. Pulls out his keys, moves to the driver's door. Gets in. Turns the key. Engine revs -- then a WHIPPING NOISE under the hood. Turns it off.

EXT. FRONT OF GTO - CONTINUOUS

They all gather like surgeons as Wade gets out and lifts the hood. Sees the problem right away; holds up FANBELT like a dead snake. Examines it.

WADE
This sucks. It was brand new.

CUT TO:

INT. TREES - SAME

The girls have finished going pee and are doing up their pants. Paige swats at flies. There seems to be a lot of them.

PAIGE
What's with the flies?

CARLY
I don't know, but it's grossing me out.

They start to walk back toward camp. Both react to a shift in the wind.

PAIGE
Oh God, there's that smell again.

Carly stops, turns, seeking a source to the smell. Eyes search through the trees that descend down a steep slope. Looks like there's a small clearing beyond.

CARLY
It's coming from down there.

(CONTINUED)

CONTINUED:

Carly goes to check it out.

PAIGE
What are you doing?

CARLY
I want to see what it is.

PAIGE
That's sick.

Paige reluctantly follows Carly down the steep slope, bracing themselves on trees as they continue down. She covers her nose.

PAIGE (cont'd)
Ohmygod, it's getting worse.

Suddenly, Carly's feet slip out from underneath her -- she goes to her ass -- slides on the wet ground down the remaining ten feet of the slope. Tries to grab a tree, but misses --

EXT. CLEARING - CONTINUOUS

Carly slides out of the trees and plunges into an eight foot deep pit -- fifty feet in diameter.

INSIDE THE PIT

Carly's eyes widen in total disbelief -- horrified. She's discovered the source of the rank stench --

PULLBACK. She's half submerged in an enormous ROADKILL PIT --

But it's not the tangled mess of hundreds of decaying carcasses and buzzing abundance of flies that's she's having a hard time dealing with, it's -- a GHOSTLY WHITE, RIGID ARM AND HAND of a woman protruding up from the center of it.

Carly SCREAMS!!

She can't get out of there fast enough -- she scrambles, her feet sinking into carcasses as she heads back to the edge; brittle bones crunching under her weight -- flies parting like the Red Sea.

CARLY
Paige! Help me!

Paige makes her way down. Gets to the edge. Recoils at the sight.

PAIGE
Ohmygod.

Carly's at the edge, trying to climb out, but the embankment is too muddy. She keeps slipping.

(CONTINUED)

CONTINUED:

WADE O.C.
Carly!!!

PAIGE
Down here! We're down here!

They can hear the guys racing through the trees behind.

CARLY
Find a stick or something.

Paige can't take her eyes off the ghostly white arm.

CARLY (cont'd)
Please. Hurry.

Just then the guys arrive next to Paige. The visual attack on their senses hard to handle.

BLAKE
Holy shit.

NICK
...Fuck me.

Wade hangs onto a tree with one hand, and reaches down to Carly with the other.

WADE
You okay?

CARLY
Yeah, just get me out of here.

He pulls her up.

The sound of a vehicle approaching on the other side grabs their attention. They see --

A BEAT TO CRAP PICKUP TRUCK

making its way up a dirt road toward the pit from the other side of the clearing. Tinted windows. CB antenna.

BLAKE
That the truck from last night?

WADE
Not unless he fixed his headlight.

The truck stops, then backs up to the edge of the pit.

They watch, as -- A GUY gets out of the truck. Stained cap. Shirt untucked. Late twenties we think. He's filthy.

He doesn't notice the group, or the protruding arm as he drops the tail gate and climbs up onto the open bed of the truck where it's loaded with freshly scraped roadkill.

He begins tossing the remains into the pit.

(CONTINUED)

CONTINUED: (2)

WADE (cont'd)

Hey!

Wade's voice startles him. Snaps a look to them.

CARLY

Don't you see that?

She points to the arm and hand.

He hops out the back and drops down into the pit to check it out.

WADE

...No way.

CARLY

What's he doing?

Doesn't bother him the slightest as he crosses the collage of carcasses.

He gets to the arm and hand. Touches it like a relic -- infatuated.

This is all too weird for the group, especially when he suddenly GRABS THE HAND and begins to tug and pull on it.

WADE

What are you doing?

THE HAND suddenly pulls right off the arm! He holds it up to the group.

ROADKILL

Anyone need a hand?

No one laughs.

ROADKILL (cont'd)

I'm just foolin' around -- it's not real.
See --

He taps the hand on the arm, knocking out a small echo. A mannequin.

Everyone breathes a little easier.

ROADKILL (cont'd)

I found it on the side of the road yesterday.

He cuts across the rest of the pit to them.

ROADKILL (cont'd)

What are you guys doin' around here?

WADE

We were camping -- through those trees.

(CONTINUED)

CONTINUED: (3)

Carly pulls off her shirt, revealing a tank underneath. Uses the shirt to wipe herself clean of pit remnants. She's grossed out.

ROADKILL
Where you headin?

PAIGE
Iowa/Nebraska game.

ROADKILL
(re; Blake's shirt)
Big Red fans, eh?

BLAKE
Yeah.

ROADKILL
Covered some miles.

WADE
You don't know if there's a gas station
close by do you?

Roadkill gets to the edge of the pit -- looks up to them.

ROADKILL
I got some gas in the truck if --

WADE
I need a fan belt.

Carly looks at him -- this is news to her. She tosses her soiled shirt into the pit.

WADE (cont'd)
Just busted.

ROADKILL
Well, Bo might have one. Runs a station
in Athelston.

WADE
Where's that?

ROADKILL
'Bout fifteen miles up the road.

BLAKE
Let's just get one in Ames. Put it on
when we get back.

WADE
No way, I'm not leaving my car. What if
Truck Dude comes back and strips it.

BLAKE
I can't believe you'd miss the game.

Wade looks at Carly.

(CONTINUED)

CONTINUED: (4)

WADE
That's not why I came.

BLAKE
Alright then -- I'll run you up to this station, but let's just go.

WADE
Blake, I appreciate it, but it'll be at least an hour or more to get a belt and put it on. As it is, we've still got to find a scalper and snag tickets, which means seriously shitty and expensive seats if you don't go now. I'm fine with it. Just get me a belt on the way back. Make sure it's a fifteen inch.

ROADKILL
...I'll give you a ride if you'd like?

All eyes shift to him --

WADE
Serious?

Carly looks at Wade like he's nuts for wanting to go anywhere with this guy.

ROADKILL
Sure.

WADE
That'd be great.

CARLY
I'll go with you, then.

Wade looks at her -- you sure? She nods. He's touched.

BLAKE
I'll get you guys tickets and leave them at will call.

WADE
Perfect.

NICK
Here, Carly.

She turns to see Nick has taken off his shirt and is holding it out for her. The gesture throws her.

CARLY
...Thanks.

NICK
I got another in the car.

She throws it on. Wade turns to Roadkill.

(CONTINUED)

CONTINUED: (5)

WADE
Okay, let's go. Really appreciate this.

As everyone heads back into the trees --

WADE (cont'd)
What's your name?

ROADKILL
Lester.

WADE
I'm Wade. This is Carly.

Lester smiles.

LESTER
Sure. Okay. Wade and Carly.

CUT TO:

EXT. OTHER SIDE OF THE PIT - LESTER'S TRUCK

Lester opens the passenger door open for them.

Carly hesitates, grossed out by a collection of roadkill tails dangling around the interior like prizes from a carnival.

An old, beat up CB radio is mounted under the dash.

She gets in. Wade slides in right behind. Lester closes the door.

A DRIP OF BLOOD from a fresh cut tail dangling off the mirror drops right in front of Carly -- lands on her hand. Wade sees she's not happy. Wipes it off for her.

WADE
It's only fifteen miles.

Lester walks around front and hops in.

LESTER
I was always warned to never pick up strangers, but you two seem okay.

He starts the truck.

DISSOLVE TO:

INT. LESTER'S TRUCK - LATER

As they venture up the lonely country road, they pass another old, deteriorated, "TRUDY'S HOUSE OF WAX" sign. A caption below reads: Eight miles ahead.

(CONTINUED)

CONTINUED:

WADE

I saw another sign when we came in last night -- is Trudy's House of Wax where we're going?

Carly looks at him, incredulous --

CARLY

You planning on doing some sight seeing while we're there?

WADE

You know me -- I love scary shit.

LESTER

It ain't scary -- no monsters or nothin'. It's just that the whole house and everything inside is made out of wax.

Lester slides a glance to Carly --

LESTER (cont'd)

You like places like that?

CARLY

No -- they're a rip off. Everything always looks so fake.

LESTER

I don't think Trudy would've appreciated that.

(beat)

Closed anyway. When the new road came in, people didn't want to take the time come up and see it -- everyone's always in a hurry. I figure that's why there's so much roadkill these days.

CARLY

(to Wade; under her breath)

Can you roll down your window -- get some fresh air in here. Please.

Wade reaches for the window crank, but it's been busted off. His eyes shift to the door handle -- there isn't one. Shit. Not good -- he looks at Lester, who's studying him.

LESTER

...Sorry 'bout that. Truck's seen better days.

WADE

You mind putting your window down then?

Lester takes a moment, before --

LESTER

Not at all.

As he cranks it down --

(CONTINUED)

CONTINUED: (2)

LESTER (cont'd)
Kinda get used to the smell.

Wade's eyes shift about all the tails moving to the beat of the road.

WADE
So -- looks like business has been good.

LESTER
Kinda dead lately --

Wade and Carly remain silent.

LESTER (cont'd)
That was a joke.

WADE
Oh... good one.

CARLY
-- Isn't it kind of nasty doing what you do?

LESTER
Not if you get them in the early morning before the sun bakes 'em up. They start to fall apart if they get too heated. Sometimes they just bust wide open -- like somethin' cookin' on a grill too long. If they're fresh though, I just take 'em home. Why waste the meat?

He takes a long beat.

LESTER (cont'd)
You know what I really hate, though?

Wade and Carly can't even imagine.

LESTER (cont'd)
Finding an animal that's dyin' -- they look at you, in so much pain -- their glazed eyes begging you to put 'em out of their misery.

(beat)
So I just do it.

CARLY
...What?

LESTER
Slit their throat.

CUT TO:

INT. BLAKE'S TRUCK - SAME

Blake sits behind the wheel with Paige next to him. Dalton's in the back seat. Nick hops in. Blake starts his truck. The GPS kicks on. He looks at it -- a little confused...

BLAKE
Athelston must really be a small town.
It's not even on the map.

CUT TO:

INT. LESTER'S TRUCK - DAY

As Lester, Carly and Wade continue up the road, they pass a CLUSTER of old mining buildings next to an equally aged barn - all set in a deeply lush, green meadow.

WADE
What kind of mining did they do around here?

LESTER
Coal.

As they ride, Lester lifts his shirt to wipe sweat from his eye -- as he does, Carly sees he's wearing TWO KNIVES on his belt.

She swivels a nervous glance to Wade, elbow jab -- wants him to have a look. He does.

CARLY
How much further is it?

LESTER
Just up the road.

Lester catches them looking at the knives. Half-smiles..

LESTER (cont'd)
You like knives?

CARLY
Not really.

LESTER
Tools of the trade. Wanna see 'em?

CARLY
It's okay.

He ignores her. Reaches down -- slides one out of its sheath anyway.

It glints in the light; small streaks of blood have stained the blade.

(CONTINUED)

CONTINUED:

LESTER

It's a Bowie. Has an eight inch carbon steel clip point blade with brass guard -- stops me from cuttin' into my hand if I splinter a bone. Keep it real sharp.

He slices the knife across the dash in front of Carly, splitting it open like a piece of meat.

LESTER (cont'd)

See.

He then plunges the blade into the dash. Carly jumps. Lester seems to be enjoying it.

He takes out the other knife. Same length, but with a bone-sawing jagged edge.

LESTER(cont'd)

Sometimes I've got to cut 'em up cause they're too heavy to lift into the truck. I can get through any bone in about five seconds with this.

WADE

(nervous)

Yeah, they're pretty cool --

Lester drives the truck around a bend, then suddenly slams on the brakes. Skids to a screeching stop. Carly and Wade barely have time to brace themselves against the dash.

The look ahead to see a few feet in front of the truck

THE ROAD IS WASHED OUT

And judging from the size of the weeds growing where the road used to be, it's been unused for some time.

Forty yards away on the other side, the road continues up a knoll, blocking out any view of what's beyond.

Carly and Wade can't hide their suspicions.

WADE (cont'd)

What's going on? You said there's a town.

LESTER

Well, yeah -- there is. Just over that hill. I've got to hop out and flip my hubs into four wheel. Mind giving me a hand?

CARLY

When was the last time you were here?

Lester takes a beat.

(CONTINUED)

CONTINUED: (2)

LESTER
You don't believe me?
(beat)
I forgot this way in's washed out --
that's all.

WADE
I think we'll just walk the rest of the
way then -- you've done enough. Thanks.

LESTER
Naw, can't let you do that.

CARLY
(glares)
We'd like to walk. Now, let us out.

He looks at her --

LESTER
Sure.

Yanks the knife from the dash. Gets out.

He walks around to their side -- both knives in hand. Wade takes a protective position as Lester swings open the passenger door.

LESTER (cont'd)
Get out then.

They look at his knives.

We see a subtle amount of amusement in Lester's eyes. He grins -- slides them both back into their sheaths.

Wade slides out, then Carly. Lester slams the door closed.

LESTER (cont'd)
You try to do something nice for
someone...

WADE
We really appreciate it.

LESTER
Yeah -- I can tell.

EXT. TRUCK - CONTINUOUS

Wade takes Carly by the hand -- starts across the wash.

EXT. WASH - CONTINUOUS

Carly and Wade make their way around rocks and the towering weeds.

CARLY
He still watching?

(CONTINUED)

CONTINUED:

Wade glances back over his shoulder -- Lester remains right where he was -- staring.

WADE
Yeah -- just keep walking.

CARLY
As if I'm going to stop.

They cross the wash and head up the knoll on the other side.

OTHER SIDE OF WASH-OUT

The two of them reach the top and sure enough, although slightly obscured by trees, there it is, the small town of Athelston a quarter mile away.

WADE
I feel like an ass.

Wade looks back across the wash to Lester, but he and the truck are gone.

CARLY
What a freak of nature he was.

WADE
I hope this guy at the gas station can give us a ride back.

CARLY
Maybe we should give Blake a call and have him come get us.

WADE
Carly, they're not even there yet. Let's just see what we can do here first.

CUT TO:

EXT. TOWN OF ATHELSTON - ESTABLISHING

Unfolding before Wade and Carly is a town that stretches down a Main street for three blocks. Small shops and stores line both sides -- a number of old Victorian styled homes are set back off another street that intersects halfway; smoke rises from a couple of chimneys.

Faint ORGAN MUSIC emanates from a WHITE CHURCH, shrouded by gigantic trees, rising at the far end.

A handful of cars are parked throughout. A dog barks somewhere O.C.

WADE
Where is everyone?

CARLY
Don't you hear that? It's Sunday, probably in church.

(CONTINUED)

CONTINUED:

They walk under a BANNER hanging across Main Street that reads: "Miss Athelston Beauty Pageant this weekend!"

WADE
Miss Athelston -- wonder how many teeth
you have to have to win that one.

She playfully pushes him as they head up the street.

CARLY
You're so mean.

They pass a little grocery store. Sign reads: "FLANNERY'S".
Across the street is a small building; Athelston Mining
Company.

Their pov - a hundred yards up the street is a tiny gas
station.

WADE
That must be it.

CARLY
Like there's going to be two?

They step up onto a sidewalk, passing various store front
window displays; hardware, antique, a drug store...

Carly stops in front of a small pet shop, where in a display
window are four puppies huddled together on a mound of
shredded paper, sound asleep.

A collage of different ANIMAL NOISES escape from within the
store.

CARLY (cont'd)
Ohmygod, how cute.

WADE
Do you think we ever could get by one pet
store without you stopping?

She tries the door. Locked. Notices a closed sign. She
tries to peer in through blinds covering the door. Can't see
a thing inside.

WADE (cont'd)
Gee, what a bummer.

CUT TO:

EXT. GAS STATION - RIGHT AFTER

Wade and Carly walk up. It's a single-bay (door closed), two-
pump gas station. A gas price sign reads: 89 cents a gallon.

WADE
Should've filled up here.
(beat)
Hello?

(CONTINUED)

CONTINUED:

No response. Wade jumps up and down on a black air hose running across the ground: DING-DING. DING-DING.

WADE (cont'd)
(amused)
When's the last time you saw one of these?

Does it again. DING-DING. DING-DING.

CARLY
What grade are we in?

Carly walks over to a glass door leading into a cashier/small office area. Tries the door. Locked.

Wade joins her. Peers in through the window where they can see into the garage area --

Their pov - a workbench loaded with strewn tools lines the back wall. Wade's eyes shift to a row of fan belts dangling from several hooks high above it.

WADE
He's got a bunch of belts.

They don't pay any attention to the black BMW parked over a work-well. Wade walks away.

CARLY
Where are you going?

WADE
Find this Bo guy. Maybe he's in church too.

CUT TO:

EXT. MAIN STREET - RIGHT AFTER

Carly and Wade head out of the station and continue up the sidewalk toward the church. Organ music continues to flow.

They pass A SMALL MOVIE THEATER -- the Marquis reads: "BODY SNATCHERS".

WADE
(sarcastic)
That's current.

CARLY
Maybe it takes a while to get a new release.

WADE
Ten years?

(CONTINUED)

CONTINUED:

They pass the ticket window where a poster of a diamond TIARA taped to it inside, reads; "PAGEANT SIGN UPS HERE".

Camera stays on the two of them as they pass a SPORTING GOODS STORE with two male mannequins in the window; one is dressed head to toe in fishing attire, the other in camouflage hunting attire; a bow and arrows in a quill, strung over his shoulder. A dog sits between them with a pheasant in its mouth.

Across the street they notice an INDOOR COMMUNITY POOL encased in a single story, brick building. Pool hours are displayed on a sign hanging on the door's window.

As they continue -- A TWO STORY VICTORIAN on the right side of the street grabs their attention. It's Trudy's House of Wax; an old sign in front says so.

WADE (cont'd)
So there it is.

There's a ominous feel to it as the dark colored wax roof has melted down onto sagging yellowed sides -- like mascara in the rain.

The steps droop. The windows are dark. It seems sad. Neglected.

Two enormous, scraggly oaks stand like gargoyles overshadowing the aged structure --

WADE (cont'd)
Let's check it out.

He starts to walk across the street -- she pulls him back.

CARLY
Wade -- focus -- the fan belt?

WADE
Oh sure -- you would've had time for the puppies if it was open...

The two of them continue up the street. Carly's cell phone rings. She answers.

CARLY
Hello?

PAIGE (VO)
Hey, it's me -- we're heading back.

CARLY
Why? What happened?

PAIGE (VO)
Only tickets available are in the nose bleed section and were a total rip-off. Blake's in the store getting more tequila. Want anything?

(CONTINUED)

CONTINUED: (2)

CARLY
Yeah -- we're going to need a ride back.

PAIGE (VO)
Really? What happened?

CARLY
Tell you over a Marguerita.

PAIGE (VO)
You get the fanbelt?

CARLY
Working on it. If we end up needing one,
I'll call you back -- otherwise, meet us
where the road's washed out. Can't miss
it. Sorry for the hassle.

PAIGE (VO)
C'mon, the weekend was about us all being
together anyway. Should be there in
maybe an hour or so.

CARLY
Thanks.

Hangs up.

CUT TO:

EXT. FRONT OF CHURCH - RIGHT AFTER

Carly and Wade walk up a small cement pathway cracked with
time. The front is full of weeds -- overgrown plants. Paint
peels from the siding.

A small parking lot holds a handful of cars. A CROSS on the
steeple above is busted.

THE ORGAN MUSIC continues to play.

Wade opens the door. It creaks. They enter.

INT. CHURCH - CONTINUOUS

Wade and Carly stop in their tracks --

Several pews holding a couple dozen people flank a center
aisle.

AN OPEN CASKET

sits up front. A YOUNG MAN, his back to us, kneels before
it.

A PREACHER

stands at a podium, head bowed in prayer.

A WOMAN

(CONTINUED)

CONTINUED:

sits at an organ. THE MUSIC CONTINUES.

THE YOUNG MAN UP FRONT

turns. Looks at them; he's in his early thirties, solid build. Handsome in a bad boy sort of way. Black eyes you'd never forget.

CARLY
(under her breath)
I'm thinking we should go back outside.

WADE
Good idea.

Feeling extremely uncomfortable, Wade and Carly quietly slip out.

EXT. CHURCH - CONTINUOUS

As the two of them walk out -- door closes.

CARLY
So now what?

WADE
It's got to be over sooner or later.

The door opens behind them -- the YOUNG MAN exits. They wait for him to say something, but he lights a cig instead -- eyes them both up and down. It's an awkward beat before --

WADE (cont'd)
Sorry to walk in like that. We had no idea.

YOUNG MAN
So why did you?

WADE
We're looking for the guy who runs the gas station.

CARLY
Name's Bo?

He inhales his cig deeply.

YOUNG MAN
...You found him.

Wade's caught off guard.

WADE
We need a fan belt. We were camping down the road and --

Bo becomes clearly irritated.

(CONTINUED)

CONTINUED:

BO
A fan belt?

CARLY
We're really sorry, I'm sure you --

BO
Well, let me just dump the casket into
the ground and I'll be right there.

CARLY
That's not what we --

BO
Unbelievable.

He flicks his cig to the ground and walks back into the church, leaving the two of them dumbfounded.

WADE
Talk about bad timing.

CARLY
I don't think it could've been worse.

They start walking away --

WADE
Give me the phone, I'll call Blake.

BO O.C.
...Hey?

They turn. It's Bo. He's come back out. Approaches. Looks almost sympathetic.

BO
Look -- I'm sorry. Someone really
special to me has passed away and I'm
having a hard time dealing with it --

WADE
No, it's cool.

CARLY
We understand.

BO
Look, I'm going to need some space soon
anyway, so why don't I meet you at the
station in about half an hour.

WADE
...That'd be great.

Bo turns around. Heads back into the church. Wade looks to Carly with a smile --

(CONTINUED)

CONTINUED: (2)

WADE (cont'd)
Guess we've got some time to kill.

CUT TO:

CU ON THE SINGLE FLAME OF A CANDLE.

It moves and sways like an erotic dancer. Seductive.
Alluring. Sensual.

Classical music plays.

We're tight as we follow a drip of wax journeying its way
down a candle onto a brass candlestick already laden with
rivers of hardened wax; spread out like talons of some beast.

Widen to reveal more candles... lots of them ...everywhere.
We're:

INT. SOME KIND OF BASEMENT

Its contents and peripheries hard to discern because of the
dusky light.

CU on strong male hands forming, shaping, caressing wax into
something. This is an artist at work. His movements --
calculated, sure, exact.

Widen further to see the art piece is a body-sized wax
sculpture of a young woman on a table. Naked. Can't see the
face, but she's incredibly life like.

He slides a large, costumed, SAPPHIRE RING, onto one of her
long, slender fingers.

CUT TO:

EXT. HOUSE OF WAX - PORCH

CU on FINGERS picking at a wall. Widen to reveal it's Wade --
standing near the front door of the House of Wax.

WADE
It is wax...

He peers in through a window clouded with dust -- Carly is
next to him, not really interested.

WADE (cont'd)
It's still got stuff inside.

He then looks down the slightly leaning porch. Gardening
tools are propped up against it.

Wade is really impressed.

WADE (cont'd)
Can you believe this?

(CONTINUED)

CONTINUED:

A CLOSED SIGN hangs on the front door. Wade tries it anyway. It's unlocked.

CARLY
I don't want to go in there. It looks
like it could fall down.

Wade isn't listening -- pushes the door open. Stops cold.
Carly gasps! Before them is

A WOMAN MADE OF WAX

Her face sags off her skull. She has hollow holes for
sockets, scraggly hair, and yellow skin. She looks like
she's smiling with her hand out -- welcoming them.

CARLY (cont'd)
And that's not fake looking?

Just as Wade moves past the woman, she turns and faces Carly.
Is she real? The movement freaks Carly, who reacts by
shoving her away! The woman crashes to the floor; aged wax
pieces shatter like glass. Her head separates from her body,
rolls a few feet.

Wade looks at Carly incredulously --

WADE
Something she said?

He then realizes it was his fault as A WAX HAND now dangles
from his shirt -- he must've snagged it when he passed her.

WADE (cont'd)
Oops.

Carly is disgusted as Wade lifts the woman upright. Balances
her head back onto the neck.

WADE (cont'd)
There -- all better.

Wade moves on. Carly's right on his heels, avoiding coming
any where near the woman.

A hallway unfolds before them, running to the back of the
house. A staircase rises next to it.

CARLY
It stinks in here.

WADE
It's old. What'd you expect?

CARLY
I didn't want to "expect" anything,
remember?

(CONTINUED)

CONTINUED: (2)

To their right is a STUDY/LIVINGROOM; its contents a collection of sculpted wild beasts, some mounted like trophies on the wall, others full sized -- the years and heat have melted them into shocking looking mutations.

WADE
That's twisted.

The two of them walk across the Foyer and into a fully set-up dining room on their left.

INT. DINING ROOM - CONTINUOUS

They tour around a table and chairs. The laced looking table cloth is wax, along with all the eating utensils and an assortment of food piled high on plates. A half carved pig, wilting from the heat, sits in the middle.

A once splendid Chandelier hangs over the table like a dead octopus.

WADE
This is amazing.

Carly's looking at TWO HIGHCHAIRS side by side. One is very nice looking, the other beaten, torn, stained; on it are extremely worn LEATHER RESTRAINING STRAPS dangling from where the arms and legs would be.

CARLY
More like weird.

Carly walks over to a fireplace where she sees a display of small ballerinas lined up on a mantle above -- and like the beasts in the study, they are nowhere near their original form; all have their heads drooping sideways, their necks stretched disproportionately long.

Wade checks out two parakeets in a free standing cage -- they look folded in half as they've draped over a perch they were standing on.

He heads out of the dining room.

INT. HOUSE OF WAX - FOYER - SAME

Carly follows.

WADE
Wonder what's upstairs?

CARLY
Keep wondering. The place gives me the heebies.

They move toward a small counter with a cash register tucked into a corner by the base of the staircase.

(CONTINUED)

CONTINUED:

Carly is drawn to AN ORNATELY WAXED FRAME with a MIRROR on a wall next to the counter. It's covered with dust. Admires it. Wipes the dust off. Looks at herself.

CARLY (cont'd)
Mirror, mirror, on the wall --

WADE
Whoa -- these are wild.

She turns and sees what Wade is looking at.

On the counter, next to a large ashtray, are several small, meticulously hand carved WAX REPTILES -- ALL WITH PERFECTLY DETAILED LITTLE FACES OF CHILDREN.

Wade examines one of them; a coiled snake with a girl's face. He flips it over and finds the artist's name in child-like scrawl on the bottom: VINCENT.

WADE (cont'd)
Vincent needs therapy.

CARLY
No shit. Check out the highchair.

Wade's eyes drift to the wall behind the counter where several faded old photos of the House of Wax in its prime are hanging. Clean. Pristine. A showcase. A number of newspaper articles from the ATHELSTON GAZETTE surround them.

WADE (cont'd)
(reading headlines)
Trudy opens House of Wax. Trudy's wax carvings a hit at State Fair. Trudy and husband Doctor Sinclair expecting first child...

CARLY
She was big news around here.

Carly picks up another one of Vincent's reptiles of wax. It's a scorpion with a child's face. Examines it.

Wade pulls away from the newspaper clippings and sees a replica of a medium-sized, MONGREL LOOKING DOG, all curled up on the floor behind the counter on a dog bed. Peaceful.

WADE
Car, check this out. Reminds me of Max.

She looks over. As Wade reaches to touch it -- it suddenly LUNGES AT HIM with SNARLING FANGS! Wade reels back --

WADE (cont'd)
Jesus!

The dog scurries past him out the open front door.

(CONTINUED)

CONTINUED: (2)

CARLY
You okay?

WADE
Wasn't ready for that.

CARLY
....Wonder how it got in here?

As she looks around, her eyes drift past the ORNATE MIRROR and she gasps at what's in the reflection.

Pressed tightly against a window in the dining room are two SOULLESS EYES embedded within a ghostly white, ODDLY SHAPED, paralyzed looking face. The intensity of the glare bores right through her.

She whirls around to get a better look -- he's gone.

Wade looks at her --

WADE
What is it?

She can barely speak.

CARLY
There was someone out there staring at me.

Wade glances at the window -- no one there.

WADE
You sure?

CARLY
Yes I'm sure! It had this really freaky face.

Wade goes back to the front door -- takes a look outside.

ANGLE OUTSIDE - Empty. She joins him at the door.

Wade steps outside. No sign of anyone.

WADE
Hang here a sec.

CARLY
No, Wa --

He heads around the porch toward the dining room window on the side of the house. Carly takes a step back inside the Foyer, fearful. Listens to his footsteps.

Her gaze shifts to the dining room window. Wade passes right by -- looks at her, shrugs -- he's not seeing anyone.

(CONTINUED)

CONTINUED: (3)

As his footsteps continue along the porch, Carly moves down the hallway, paralleling his movement -- no way is she letting Wade out of her sight.

EXT. HOUSE OF WAX - SIDE YARD - SAME

Wade continues his search. Passes STORM CELLAR DOORS that drop into a basement.

INT. HOUSE OF WAX - HALLWAY - SAME

She gets to the end of the hallway -- looks in through an open door.

Her pov - the kitchen. It's large. Pots and pans, utensils, cupboards, counters -- all wax.

She looks to a window above a sink -- no Wade.

Six feet to the right of her is a door that leads into a basement -- it's slightly ajar, and for a fleeting moment, we wonder if a light down there just flicked off? Carly wonders the same thing, when --

BAM! BAM! BAM on the window. She freaks. Snaps a look. It's Wade, who shrugs to her again. He's not seeing anything. Moves on.

Carly dismisses the thought of seeing a light, then heads back up the hallway to the --

INT. HOUSE OF WAX - STUDY/LIVINGROOM - CONTINUOUS

Carly steps in. Doesn't give the wax animals much attention as she looks to a window along the far wall. She should've seen Wade by now.

What's taking so long? She cocks an ear. Hears nothing, then --

Something hits the wall from the outside with significant impact -- over and over.

CARLY
(softly)
Wade?

No reply.

CARLY (cont'd)
...Wade?

Carly moves closer to the window... unsure of what to do -- the silence is killing her.

She presses tight to the wall as she inches her face closer and closer to the dusty pane to look out. Rolls her head just to the edge of the glass.

(CONTINUED)

CONTINUED:

Her pov - through the pane reveals no sign of Wade. Nothing. Now what? She moves away from the window and back to the foyer.

INT. HOUSE OF WAX - FOYER

Carly gets to the front door. Extends her head out the door frame to have a look, and is -- GRABBED -- pulled outside!

She SCREAMS and squirms. The assailant laughs. It's Wade.

CARLY

You're such an asshole! I thought you were dead.

WADE

I'm just kidding. You're seeing things. No one's here.

CARLY

I know what I saw.

WADE

Okay then, probably just some small town inbred checking you out. He's gone now.

Carly tries to compose herself. Wade, a little more sympathetic...

WADE (cont'd)

C'mon... let's get to the gas station.

He throws his arm over her shoulder.

TIME CUT TO:

EXT. GAS STATION - LATER

Carly and Wade are sitting side by side in front of the cashier/office door. Been there a while. Bored. Carly checks her watch.

CARLY

It's been an hour.

WADE

Wonder what's up.

Wade stands. Tries to open the glass door. Rattles. Remains locked.

CARLY

What are you doing?

WADE

See if I can get in. If I do, I'll just grab a belt and leave him some cash.

He moves to the single-bay garage door. Gives it a try. It rolls up. He slips inside.

(CONTINUED)

CONTINUED:

CARLY
You think that's okay?

WADE O.C.
It'll be fine.

Carly stands and walks in.

CUT TO:

INT. GAS STATION - RIGHT AFTER

Wade is standing on the workbench, looking up at a ROW OF FANBELTS, trying to find the right size.

Carly's close by, watching.

WADE
He's got everything but a fifteen.

CARLY
Can't you make something else work?

WADE
A sixteen, but it's going to spin.

It's a long stretch as Wade reaches up -- finger tips barely touch the belt.

WADE (cont'd)
You know, if Nick hadn't had to come along, we would've all been in Blake's truck and none of this would've happened.

Carly dials her cell --

CARLY
Give him a break, would you?

WADE
You're defending him?

Wade finally grabs the belt.

CARLY
Maybe if my dad and everyone would stop telling him what a fuck-up he is, he'd start believing he's not.

He hops down.

CARLY (cont'd)
(into cell)
How close are you guys?

PAIGE (VO)
Not far. We found a place to camp. Nick and Dalton are going to start setting up.

(CONTINUED)

CONTINUED:

CARLY
Make sure they get the Margueritas going.
Bye.

Hangs up.

BO O.C.
What are you doing?

They both turn to see Bo standing behind them. Looks
perturbed.

WADE
We just figured --

Bo sees the fan belt in Wade's hand.

BO
-- You planning on stealing that?

WADE
What? No. We figured you got hung up or
something. I was going to leave you some
money.

Wade digs in his pocket for his wallet.

WADE (cont'd)
It's not the right size, though. You
didn't have a fifteen inch.

BO
That's cause they're up at the house.
Just came in.

Hands him a twenty.

WADE
That cover it?

BO
Close enough.

WADE
I hope you're not pissed.

Bo lets it go.

BO
No -- it's okay. Why don't we run you up
there and get one. It's not far.

WADE
That'd be great.

CUT TO:

EXT. ABANDONED MINING STRUCTURES - SAME

Blake's truck is parked close to one of the structures, fifty feet off the two-lane. The place is beautiful. Paige and Dalton are dropping gear where they are going to set up camp a short distance away.

Blake joins Nick, who is unloading the last bit of gear from the back of the truck.

BLAKE

Are you and Dalton planning on having sex while we go get them?

Nick looks at him -- what the fuck is he talking about?

BLAKE (cont'd)

Precisely why you two should go pick them up.

Nick's a little amused.

NICK

Sure.

He looks over to Paige and Dalton.

BLAKE

Hey Paige, Dalton and Nick are going to go get 'em.

PAIGE

It's alright. We can go.

BLAKE

Honey, Nick really wants to.

CUT TO:

INT. BO'S TRUCK - FRONT OF GAS STATION - SAME

Bo starts the truck as Carly and Wade slide in next to him. She's a little cramped in between the guys, and her knees pressing against a CB mounted under the dash.

WADE

Hey, is it too late to sign Carly up for that pageant?

CARLY

You're funny.

Bo looks over -- sizes Carly up.

BO

Yeah -- already picked a winner. Not to say you wouldn't have given her a good run for her money.

(CONTINUED)

CONTINUED:

His scrutiny makes her feel a little uncomfortable -- she looks away.

Bo drops it into gear -- heads out of the station onto Main. Street's still empty of people.

CARLY
Everyone still at the church?

BO
Yeah. Mrs. Clarke put together a little pot luck.

WADE
Sorry to pull you away from that.

BO
It's alright. Don't feel very social right now, anyway.

An awkward silence lingers, until --

WADE
That House of Wax was really cool.

BO
You went inside?

WADE
It was unlocked.

BO
You two sure take a lot of liberties..

Carly shoots Wade a "We shouldn't have done it look".

BO (cont'd)
People used to come from miles to see it. You know Trudy wanted to have a whole town made of wax someday.

Bo turns up a street; two houses are at the far end.

CARLY
She's very good.

BO
It's amazing what you can do with wax -- it's such an under-appreciated art form.
(beat)
She was the nicest, sweetest, most beautiful woman you've ever met. Folks thought she looked a lot like Marilyn Monroe.
(fondly)
She used to spoil me rotten.

CARLY
Who's Vincent?

(CONTINUED)

CONTINUED: (2)

BO
(beat)
One of her boys.

WADE
Looks like he had some of her talent.
Sure had a thing for faces.

BO
Oh yeah.

CARLY
They still around?

BO
No -- horrible what happened. Their
house burned down. Trudy and the boys
made it out, Doc Sinclair wasn't so
lucky.

CARLY
That's terrible.

BO
Things went to hell for the boys after
that. Trudy blew her brains out -- folks
said she just went crazy. They were sent
off to Foster homes.

Wade and Carly fall silent -- what do you say after that.

They drive by a small, two-story house on their left side.
It's dwarfed by an enormous tree looming over top. Lights
are on inside.

Bo continues up the street to the only other house on it; an
old, unkept, large two-story at the end.

The yard's wild with overgrowth.

INT. BO'S TRUCK - SAME

Bo drives up. Puts it in park. Shuts off the engine.

BO
I'll grab the fanbelt -- give you a ride
back to your car.

Wade gives Carly a subtle nudge -

CARLY
It's okay. We have some friends picking
us up where the road's washed out.

BO
Give you a lift there, then.

Bo slides out, then stops -- an after thought to Wade --

(CONTINUED)

CONTINUED:

BO (cont'd)
Mind giving me a hand? I might need some
help moving boxes.

WADE
Sure.

He slips out of the truck.

INT. BO'S HOUSE - FOYER - RIGHT AFTER

Wade follows Bo inside the foyer. Scattered light from various sources stabs through the otherwise dark house.

They stand on a worn out Persian rug; holes, dirty. As Wade's eyes adjust, he sees --

A staircase is to his left. Dark upstairs. A dining room is to his right. Two large, identical candles resting on holders, illuminate a table in the center of the room which is full of dirty dishes -- some still with half-eaten steaks on them.

BO
I gotta take a leak. Boxes are in the
room straight ahead. The fifteen inch
should be marked. I'll be right there.

Bo heads up the staircase.

He looks down a hallway before him and sees --

A LIGHT AHEAD,

fanning out from a slightly open door.

Wade moves down the hallway to the door.

Several worn and cracked, meticulously crafted wax IMAGES of the SAME FACE, starting from a child to a young adult, are displayed like artwork along a wall -- all bearing an uncanny likeness to Bo. Their dark holes for eyes seem to follow Wade as he moves past.

AT THE END OF THE HALLWAY

Wade opens the door further. Absorbs his surroundings; looks like an old doctor's office. Cabinets. Wash basin. Medical supplies. Boxes are stacked next to them -- must be the FANBELTS.

INT. BO'S HOUSE - BACK OFFICE - CONTINUOUS

Wade goes over to them. Looks in the boxes -- no fanbelts, but stacks of raw wax.

On the other side of the room are two eight-foot high bookcases with a walkway in between them into another room. Fanbelts must be in there.

(CONTINUED)

CONTINUED:

Wade continues to the walkway. Looks through it into another room; an operating table in the center.

A counter against the far wall displays an array of dated medical equipment on it.

CUT TO:

INT. BO'S TRUCK - SAME

Carly waits. Flips through the radio stations. Can't find anything. Turns it off. Bored. Takes in her surroundings.

Through the driver's side -- a MAILBOX half swallowed by an overgrown bush catches her attention -- she can only read the first three letters of the name: SIN... Carly gets out to investigate.

EXT. BO'S TRUCK - CONTINUOUS

She walks around behind the truck, which is missing a tailgate, to the mailbox -- slowly pulls back the bush, revealing the rest of the name -- SINCLAIR. Huh -- thought it burned down?

She looks inside it -- full of spider webs. What's going on? As she heads back behind the truck, something else catches her attention.

Her pov - the truck bed has a scattering of discarded items strewn about; cans, ropes, dirty blankets, but it's A BUSTED HEADLIGHT with strands of hair stuck to the jagged edges that's got her focus. And not that it means anything to Carly, but WE SEE the caricature of the SURFER DUDE next to it.

With slight concern, Carly gets back into the truck. Taps on the horn; not an urgent get your ass out here honk, but can you hurry it up.

CUT TO:

INT. BO'S HOUSE - OPERATING ROOM - SAME

Wade, who can't find the boxes of fanbelts anywhere, reacts to the horn honking, but --

THE LIGHTS SUDDENLY GO OUT!

A shard of moonlight from a window above the counter illuminates the operating table like a prop in a Broadway play.

WADE

Hey, what's going on?

He can HEAR FOOTSTEPS in the room -- coming toward him.

(CONTINUED)

CONTINUED:

Then that deep, raspy, rugged *breathing* noise cuts through the silence. We've heard it before, Wade hasn't. A chill crawls over Wade. He's in deep shit and he knows it.

He quickly tucks tight against a bookshelf -- eyes straining through the thick darkness.

Catches a glimpse of SOMEONE moving slowly toward the bookcases. Stalking.

Then it gets worse -- another sound that sends a cold chill speeding up his spine; a slow, slithering scrape of metal on metal --

SSSCCHHHTT...SSSCCHHHTT...SSSCCHHHTT...SSSCCHHHTT.

The stalker steps through the walkway, so close to Wade's hiding spot -- he can smell him. Wade doesn't wait for introductions --

He drives his shoulder into him, knocking him off balance -- then, A GLINT OF METAL slices through the darkness back at him.

WADE (cont'd)
(in pain)
AHHHHHH!!

Wade takes off like a jack rabbit, fumbling his way through the dark, back to the door.

INT. BO'S HOUSE - BACK OFFICE - CONTINUOUS

A scant sliver of light from the hallway frames the door. Wade emerges into it. Blood oozes from a gaping wound across his leg.

He desperately tugs on the knob. Locked. From the darkness behind -- SSSCCHHHTT... SSSCCHHHTT...

Beats on the door.

The breathing noise approaches. Then -- SSSCCHHHTT.... SSSCCHHHTT. He looks over his shoulder, but can't see shit... yet.

Tugs on the door knob. It's not giving.

CUT TO:

INT. BO'S TRUCK - SAME

Carly, whose concern is beginning to elevate, honks a couple more times. Still no response. Slides out of the cab. Leaves the door open. Dials her cell --

CUT TO:

EXT. OLD MINING STRUCTURES - CAMPSITE - SAME

on a CELLPHONE RING INDICATOR LIGHT flashing.

Widen -- It's Blake's cell sitting on a cooler amongst several CD's and the portable player, which is drowning out the ring with a loud tune.

Widen further -- Blake and Paige are in the b.g., setting up the tent. Oblivious.

CUT TO:

EXT. BO'S TRUCK - SAME

Carly stands just outside. Cell to her ear. Uneasy.

CARLY
C'mon, pick up --

BLAKE (VO)
Hey it's Blake, you know what to do --

Beep.

CARLY
Hey it's me, I'm just trying to find out if you're at the wash yet -- call me a little paranoid, but I think we're at the guy's house who drove into our camp last night.

Carly hears the front door open. Snaps a look. It's Bo. And he's alone. Their eyes meet. He smiles, heads toward the truck. She lowers her cell (still on)...

CARLY(cont'd)
(calling out)
...Where's Wade?

BO
Taking a leak.

Sees his hands are empty. Paranoia elevates.

CARLY
...No fanbelt?

BO
He's got it.

Things aren't adding up for Carly. She slides into the cab. Locks her door -- then locks the other side just as Bo gets to it. Cell stays in her hand.

BO (cont'd)
What are you doing?

CARLY
Waiting for Wade.

(CONTINUED)

CONTINUED:

BO
What's wrong? Let me in.

She shoots a concerned look to the front door -- still no Wade.

BO (cont'd)
What's the matter with you? Open it.

CARLY
...Why'd you say the Sinclair house
burned down?

O.C. WADE SCREAMS. Carly goes white.

A slow, tormenting grin builds on Bo's face.

BO
...I did say that, didn't I?

WHAM! Bo drives his elbow into the window. The glass shatters. He grabs Carly by the hair. She struggles -- cell goes flying.

INTERCUT THE FOLLOWING SCENES BETWEEN WADE AND CARLY:

INSIDE, WADE

turns to face his predator.

SSSCCHHHTT-SSSCCHHHTT. SSSCCHHHTT-SSSCCHHHTT.

Something begins to emerge out from the darkness into the sliver of light... a pair of stainless-steel, surgical scissors -- eighteen inches long. And currently sporting some of Wade's blood.

SSSCCHHHTT-SSSCCHHHTT. SSSCCHHHTT-SSSCCHHHTT.

Pushing the scissors into the light is guy from the House of Wax. Meet VINCENT. We don't see much of him though, as half of his face is lost in the shadows.

OUTSIDE, BO'S

keeping one hand on Carly, and trying to open the door with the other. Carly fights him hard. She struggles to get her hand to get to the keys. Does. Fires the engine. Reaches for the lever, but Bo stops her.

INSIDE, WADE

tries to kick Vincent coming at him, but is caught across the thigh with the scissors. He screams again. Tries to back up but can't, he's already against the door. He makes an all or nothing dash past Vincent, who catches him across the shoulder with the scissors as he races by. The pain is the least of Wade's worries as he disappears into the darkness.

OUTSIDE, CARLY

(CONTINUED)

CONTINUED: (2)

manages to free her hand from Bo's grasp and reach the gear lever -- drops it into reverse. Stomps on the gas.

TIRES SPIN, spitting dirt and gravel high into the air. Bo holds on as the truck flies backwards out of control. She spins the wheel -- the centrifugal force launching Bo away from her.

He tumbles across the driveway -- rolls to a stop.

CARLY OVER-CORRECTS

spinning the truck the other way. Gets hung up on some rocks that line the driveway. One tire is off the ground.

Her pov - side mirror. Bo is motionless.

She hits the gas -- the tire SCREAMS FOR TRACTION -- but there is none. She's not going anywhere.

Checks on Bo in the mirror again -- he's slowly getting back to his feet. She can't waste another second and jumps out of the truck.

Takes two steps -- stops. Forgot the phone. Snaps a look back into the truck -- it's on the floorboard on the passenger side.

Glances back to Bo who's struggling to his feet. No time to get the phone. Takes off running.

INSIDE, WADE

quietly emerges into the moonlight coming in through the window in the back. He's in pain as he carefully crawls up onto the counter below it. His shirt quickly soaking up the blood from his shoulder wound. Shoots a nervous look behind him into the darkness -- can't see a thing.

His fingers reach just above his head, fumbling with a window latch. Unlocks it. Slides it open, then, as he springs to jump up and out --

Vincent emerges out of the darkness, SLASHING THE SCISSORS ACROSS both of Wade's Achilles tendons -- collapsing his body into a heap; his feet unable to support his weight.

Wade drops off the counter to the floor, crippled for life -- or what's left of it. He struggles to get to his feet, but no way. He's not going anywhere.

Vincent takes a moment, standing over Wade, then kicks him in the head. He's out.

EXT. SINCLAIR DRIVEWAY - SAME

Carly hauls ass down the rest of the driveway. She sees lights on in the other house on the street they passed on the way up.

(CONTINUED)

CONTINUED:

CARLY
SOMEBODYHELPME!!

She alters her course straight for the back of the house, cutting across a massive dead lawn.

Carly looks behind her -- can't see Bo.

CARLY (cont'd)
PLEASE!!!! SOMEBODY!!!!

EXT. OTHER HOUSE - BACKYARD - RIGHT AFTER

Carly bolts through the backyard to the rear-door. Tries it -- springs open.

INT. OTHER HOUSE - CONTINUOUS

She barges in. Slams the door behind her. Locks it. Clutches the wall, nearly collapsing. Peers out a small window in the center of the door. Only sees the trees swaying in the slight wind. Where did he go?

O.C. a television plays. Sounds like the news.

She turns around.

CARLY
Anyone here? Help me. Please.

Carly forces herself to move. Heads down a hallway toward the noise. Passes a kitchen. Empty. Goes into a family room.

INT. FAMILY ROOM - CONTINUOUS

A TV is on, but no one around.

She sees an old style cordless phone on a coffee table. Grabs it. Tries it. It's dead. Tosses it.

Jets to a light switch -- her shaky hand turning it off. Then runs to the front window.

CLOSE ON HER EYES. Wide in fear -- her gaze dissecting the outside for any movement. Nothing.

She moves to another window. Surveys the bushes, trees.

CARLY
...Where the fuck are you?

INT. KITCHEN - RIGHT AFTER

Carly enters, turns off the light. Goes to a window over the sink. She's a nervous wreck. Looks out again. Only sees nightshadows dancing.

CLOSE ON HER FACE, her mind thinking, calculating. Heads out of the kitchen, when --

(CONTINUED)

CONTINUED:

She sees a key hook, full of dangling keys right by the door. She tears the whole thing off the wall.

CUT TO:

INT. GARAGE - RIGHT AFTER

Carly swings the door open. A dusty Ford sits idle. A series of windows run across the double car garage door. Gets to the driver's side, pulls the door open.

Hops in. Starts to search through the keys. There's about four possibilities. First one, no luck.

Same with the second. Shit. Shaky hands.

Third key try is the winner. Slides right into the ignition. Smiles. She's so out of there.

Pulls the door shut. LOCKS it.

Turns the keys.

Engine turns over -- strains against a dying battery.

CARLY
No... please.

She turns it again. Same thing. Dull grind.

CARLY (cont'd)
Please start. Please.

Carly looks at the rear-view mirror, her eyes focused on a row of windows that line the garage door -- knowing each attempt announces her EXACT whereabouts, but keeps turning, until --

One last turn -- it's official. The battery is dead.

CARLY (cont'd)
...No, no, no.

She starts to shake, then sob like a broken-hearted, very frightened child. We see her pull her shit together --

She crawls out of the car. Makes her way to the garage door. Gets on her tip toes. Leans closer to the window to look out...

HANDS COME CRASHING THROUGH THE GLASS! Grab onto her by the neck.

Her veins begin to bulge as he grips tighter. No way, she's not going out like this.

Carly frantically fights with every bit of strength she has, clawing and scratching -- her eyes scouring for a weapon within reach.

(CONTINUED)

CONTINUED:

Over her left shoulder is a row of tools, all neatly hanging on the wall.

Carly strains to reach for the closest one -- a HACK SAW. Her finger tips stretch. She gets it. Claspings hard like a vice-grip.

Swings it right down on the back of Bo's hand, the sharp blade splitting open a wide gash.

He screams in pain. Carly does it again. Another gash splits open. He releases her.

She scampers out of his reach. She's still not ready to throw in the towel yet.

Dashes out of the garage back into the house.

INT. HALLWAY - SAME

Carly charges down the hallway to the back door. Pulls on it to open it, but it's locked. That's right -- she locked it.

Struggles to twist the lock with her panic stricken hands. Finally does. Tears outside.

EXT. HOUSE - CONTINUOUS

Carly moves like lightning. Looks back. No sight of Bo.

Takes off, heading back into town.

CUT TO:

INT. DARK TUNNEL - SAME

Vincent has Wade by the wrist, dragging his limp body through a dimly lit dirt tunnel.

CUT TO:

EXT. SINCLAIR HOUSE - PORCH - NIGHT

Bo runs up to the stairs to the front door. Enters. Blood drips from his wounds -- doesn't seem to care.

CUT TO:

EXT. ATHELSTON - MAIN STREET - SAME

Carly's feet can't carry her fast enough as she's running down the street.

One by one, LIGHTS are kicking on all over town; inside the stores, the houses, in the trees -- Carly is suddenly illuminated by a row of streetlights over-head.

She panics. Takes off running up the sidewalk. As she passes...

(CONTINUED)

CONTINUED:

THE COMMUNITY POOL

She can hear CHILDREN'S LAUGHTER echoing out from the inside -
- a lifeguard's whistle blows.

LIFEGUARD O.C.
(faintly)
No running!!

Ohmygod, people! Carly dashes to the front of the building.
Quickly slips inside the glass door.

INT. COMMUNITY POOL - CONTINUOUS

Carly enters a small lobby. An office with a cluttered desk
is set behind a glass partition.

A long corridor leads to a door at the end -- "POOL" is
stenciled across the middle of it.

SPLASHING and the LIFEGUARD'S WHISTLE echo from beyond the
door. The thought of a sanctuary pushes Carly as she runs to
the end.

She pops the door open and runs in, ready to scream and yell,
but has to catch herself from slipping on a mossy, slime-like
surface.

Instantly, any idea of a safe haven is immediately swept away
and Carly's nightmare continues -- there are no people, and
although the large community swimming pool is a pristine
blue, the decking around it is a mess; loaded with busted up
bleachers, chairs, and other swimming paraphernalia.

ANOTHER WHISTLE BLOWS - MORE LAUGHTER

Carly then discovers that the voices and laughter are being
piped in -- coming from an old pair of speakers mounted on a
moldy, ceramic wall.

CUT TO:

INT. BASEMENT - BACK ROOM - SAME

Cranked classical music plays.

We're back in the basement. Vincent is moving about the
room, lighting candles; a ritual. For the first time, we get
a good look at his face, and although it's waxed and jacked-
up, it bears an uncanny resemblance to Bo.

The mongrel dog sleeps in a corner. The floor is a MELTED
COLLAGE of every color of wax imaginable.

WADE (O.C.)
You touch me you piece of shit and I'll
fucking kill you. I swear I will.

Vincent then walks to a pile of clothes on the floor. We
recognize them. They're Wade's. He picks them up.

(CONTINUED)

CONTINUED:

Folds them neatly, lays them on a workbench -- where above, is a neatly displayed menagerie of CARVING TOOLS -- every bizarre shape and size imaginable -- glistening, with one common denominator; they're all razor sharp.

WADE (O.C.) (cont'd)
What are you doing? ANSWERME!

Camera follows the voice to the center of the room, where strapped into a three foot by six-foot wooden box, twelve inches deep, is Wade. He's face down. Naked. Vulnerable as hell and in obvious pain from his cuts.

Wade tries to catch a glimpse of what the fuck Vincent is up to, but a restraint holding his head still, doesn't allow it.

The only thing he can see, is a narrow metal trough, four feet long, leading directly from the front of his face to -- an IMMENSE VAT OF BOILING WAX set over blazing burners -- fueled by a number of propane tanks lined up on the ground beneath.

WADE (cont'd)
You sick fuck, WHATAREYOU DOING?

No answer.

Wade fights hard against his restraints -- knows it's useless. Breaks down.

WADE (cont'd)
Please... let me go. Just let me go.

CUT TO:

INT. COMMUNITY CENTER - CORRIDOR - SAME

Carly is running full sprint back to the front doors. Her heart stops -- hits the brakes hard.

Just ahead --

PEERING IN THROUGH THE GLASS DOOR, is Bo -- watching her. Lips crack into an eerie grin. It's now become fun again. Carly's feet dig for traction as she turns and heads back to the pool.

Bo enters. He's in no hurry as he watches her disappear back through the pool entrance.

INT. COMMUNITY CENTER - POOL - SAME

Carly speeds in, eyes desperately search for another way out.

A SIGN above a door on the other side of the pool reads: "Ladies Changing Room", but getting to it won't be easy -- the busted set of bleachers are blocking her way.

The lights suddenly go out, leaving her in total darkness! And then --

(CONTINUED)

CONTINUED:

A POOL LIGHT KICKS ON --

BO O.C.

Want to go for a dip?

She can hear Bo's footsteps approaching in the corridor.

Carly has no choice but to try and move around the bleachers, but doing so puts her precariously close to the water's edge.

ALONG THE POOL'S EDGE

Carly holds tight to a busted bench as she side-steps her way, inches from the water.

BAM! The corridor door pops open -- it's Bo. The pool's light bouncing off his face -- giving it the demonic lighting it deserves.

BO

Remember, no running, pushing, or shoving.

Carly panics -- tries to move along the edge quicker. Shouldn't have. Slips, but it's not water she falls into -- but a deep, gooey layer of blue wax covering the entire surface of the pool, hiding what's underneath; water thick with stagnant, green algae.

BO (cont'd)

Awe shucks -- you went in without me.

The pool light now highlighting SEVERAL SILHOUETTED FIGURES submerged in the murky water below the newly created opening... could they be bodies? Hard to tell.

Carly starts to hyperventilate. Slowly pulls herself hand over hand through the goo along the edge of the pool. Looks back to Bo, who is approaching.

Carly gets where the bleachers end. Climbs out.

She gets to her feet and disappears into the ladies changing room.

INT. LADIES CHANGING ROOM - CONTINUOUS

Carly sprints in.

A maze of large, broken ventilation ducts and pipes crisscross the ceiling above.

She hauls ass past changing benches, a couple of chairs tipped over, showers, three toilet stalls -- toward a door marked with an exit sign at the other end. Light streams into the room through several high windows.

She hits the exit door on a run, but it only opens four inches, secured by a chain outside. Bounces back like a hit from Tyson. Goes to the floor -- stunned, but gets up.

(CONTINUED)

CONTINUED:

Her panic elevates to a whole new level. She spins. Now what's she going to do?

CUT TO:

INT. COMMUNITY CENTER - POOL SIDE - SAME

Bo has made his way around the bleachers and is heading toward the ladies changing room when he hears: GLASS SHATTERING. Loses his sick smile -- picks up his pace.

INT. LADIES CHANGING ROOM - CONTINUOUS

Bo dashes in. Sees one of the windows busted open. Shards of glass everywhere.

Bo stands up on a bench and looks out the window. No sign of Carly. After a beat he turns. Steps down. He's pissed -- that is until he sees the toilet stalls -- smart girl, maybe she didn't leave after all. Moves toward them.

Pushes the first door open. Empty. Moves to the next. Empty. Blasts through the third. Only the toilet sits before him. Shit, she did get away, then --

PLOP. A DRIP OF WATER lands directly into the toilet bowl. Echoes. Where the hell did that come from? He looks up.

Bo's pov - a ventilation duct that doesn't line up to another, leaving a gap big enough for someone to crawl through. Hmmm -- then, from the corner of the exposed duct -- another bead of water falls, hitting him in his face.

CUT TO:

INT. VENTILATION DUCT - SAME

Carly lays flat. Praying hard.

SNATCH! Her feet are grabbed and she's yanked backwards, right out of the duct. Screams.

INT. LADIES CHANGING ROOM - CONTINUOUS

Carly hits the floor, writhes in pain. Sucks for air.

Bo, who's standing on the toilet, smirks, steps down.

Grabs her by the hair. Pulls her up.

Slams her against the stall door. She looks down to her feet, realizing what gave her away -- the water from her wet clothes.

Looks to Bo --

CARLY
Why are you doing this?

(CONTINUED)

CONTINUED:

Bo runs his finger tips slowly down the soft skin of her face.

CARLY (cont'd)
What happened to Wade?

BO
(mocking)
What happened to Wade?

Carly tries to fight him and squirm free as he drags her away. Forget about it. She's no match.

CUT TO:

INT. BASEMENT - SAME

TIGHT ON Wade's blue eyes, pulverized with fear as he watches Vincent turning a valve attached to the vat of wax -- he knows what's next.

A second later, his focus is drawn to a stream of the boiling wax as it is released. Makes its way down the trough like a lava flow -- DIRECTLY for his face.

It's slow and torturous.

WADE
Please, no...

The wax moves forward. Steams from the heat. Closer. Closer.

Off Wade's ear shattering scream of pain as the burning hot wax engulfs his face...

CUT TO:

EXT. TWO-LANE - AT THE WASH OUT - SAME

Dalton and Nick pull up to the wash. They get out. Confused.

DALTON
Didn't they say where the road's washed out?

NICK
We couldn't have missed them.

DALTON
Let's just drive across.

NICK
Here -- be my guest.

Nick tosses the keys to Dalton.

(CONTINUED)

CONTINUED:

NICK (cont'd)
You scratch it. I don't need to get on
anyone else's shit list.

DALTON
I guess a little walk never killed
anyone.

They continue into the wash.

TIME CUT TO:

EXT. COMMUNITY POOL - RIGHT AFTER

Bo ushers Carly out of the building and starts across the
street toward the gas station.

Movement at the end of the street catches his attention.

Bo's pov - Dalton and Nick are at the far end of the town,
heading up Main street.

A surge of hope races through Carly, but --

Bo's one step ahead of her as he covers her mouth and quickly
pulls her to the gas station.

CUT TO:

EXT. BACK OF GAS STATION - NIGHT

Bo's moving fast as he carries Carly, who is kicking and
struggling, inside the station.

INT. GAS STATION - CONTINUOUS

Bo opens a door revealing a narrow staircase. Takes her
down.

Then opens another door at the bottom. A small amount of
light peeps in through a tiny air vent above, giving Carly
enough light to see a SINGLE CHAIR in the center, poised,
like it's waiting for its next victim; remnants of duct tape
are all over it.

A shelf, LOADED with candles burned down to various heights,
lines an otherwise barren cement wall. Melted wax cascades
off the front of it like a waterfall.

INT. GAS STATION - ROOM BELOW GARAGE - CONTINUOUS

Bo wrestles Carly over to the chair, passing a cart with
various tools and a roll of duct tape on it.

Keeping one hand constantly around her mouth, he forces her
to take a seat. She notices blood stains on the floor at her
feet.

CUT TO:

EXT. FLANNERY'S GROCERY STORE - NIGHT

Nick and Dalton walk in front of the grocery store. Nick stops. See the gas station in the distance lit up with a few lights.

DALTON
There's the station. Maybe they know where they are.

NICK
I'm going to try to score some beers.

He heads into the store. Dalton follows. Nick stops him.

NICK (cont'd)
What are you doing? Go see if they're there.

DALTON
You know -- I'm really tired of you bossing me around.

NICK
Shut up. Go.

Nick heads into the store. Dalton stands there for a beat --

DALTON
You know -- I'm only going 'cause I want to. Get me something to munch on.

Dalton continues up Main street toward the gas station.

CUT TO:

INT. GAS STATION - ROOM BELOW GARAGE - SAME

Bo reaches onto the cart, extracting a tube of Super-glue. Carly's eyes lock onto it -- can't imagine what he's going to do with it.

Bo bites off the end of the tube, squeezing the goo onto her lips, then presses them together with his fingers.

Carly fights him with everything she's got, but she's no match.

BO
It's a shame we have to close up that pretty mouth of yours.

Bo lowers his face right next to hers. Lips an inch apart. Leans in closer, looks like he's going to kiss her, but instead -- he gently blows on the glue, drying it.

He then reaches for the duct tape on the cart.

CUT TO:

INT. FLANNERY'S GROCERY STORE - SAME

Nick enters. Three aisles. One checkout stand. No one around.

A framed picture of the store's owner, JOE FLANNERY (says so below the photo) hangs on a nearby wall. Fifties. Bald. Big smile.

Nick walks down the center aisle, finds it strange that there isn't a lot on the shelves, but isn't going to let that stop him.

Spots a lone package of RED LICORICE, grabs it and keeps walking. Nonchalantly opens the bag and pulls out a vine, starts munching as he continues to shop.

He stops in front of a scattering of snacks foods, grabs some pretzels --

Ahhhh -- NICK

Nick spits out the licorice. Keeps spitting until he's convinced EVERY last bit of the candy has vacated his mouth.

He looks to the package. Almost vomits when he sees small, albino mealy worms that have infested the red vines.

He tosses the bag to the floor. Looks at the pretzels in hand; they've also been invaded.

This is when he realizes that things may not be up to par. Does a slow three-sixty and sees how desolate things are around there.

NICK (cont'd)
Anybody here?

Then -- A SLIGHT, MUFFLED THUMPING NOISE captures his attention --

He listens -- there it is again. Focuses -- is it someone's call for help?

NICK (cont'd)
...Hello?

Nick heads down the aisle toward the back of the store, unsure. He sees SWINGING DOORS leading into a back room.

CUT TO:

EXT. GAS STATION - SAME

S.O. DING-DING. DING-DING.

CU on a shoe stepping on the hose. Pullback. It's Dalton. He looks around at the empty station.

(CONTINUED)

CONTINUED:

 DALTON
Hello?

SMASH CUT TO:

INT. GAS STATION - ROOM BELOW GARAGE - SAME

Carly's eyes instantly shift up to the air vent. She can see Dalton through the slits. Bo is wildly taping her feet and hands with the roll of duct tape.

CUT TO:

INT. FLANNERY'S GROCERY STORE - BACK ROOM - SAME

Nick stands still. Looking. Listening. The back of the store is a mess. Strewn boxes. Stinks.

The slight, MUFFLED THUMPING continues, drawing Nick further into the back toward a rear door.

As he moves a box out of his way, his attention snaps to a BLOOD STAINED clerk's apron discarded to the floor.

Running along the wall behind the boxes is a BUTCHER'S TABLE stained crimson with blood; it's seen some use -- recently. A row of knives line the wall. One is on the table -- blotted with dried blood.

A RAT scurries right past Wade's feet, startling him. Then more thumping. Realizes it must be coming from outside somewhere. Could it be Joe?

Nick is hesitant, but starts moving boxes and crates out of his way to get to the rear door.

CUT TO:

INT. GAS STATION - ROOM BELOW GARAGE

Bo finishes binding Carly's feet with duct tape. Uses a pair of wire cutters from the tool cart to cut the tape off the roll. Her hands are already taped up behind the back of the chair.

S.O. DING-DING. DING-DING.

 DALTON (O.C.)
Hello ... anyone here?

Bo looks at her, raises his finger to his lips...Ssssh. Leaves. Closes the door behind him.

Completely drenched in fear, Carly eyeballs the room -- she needs her hands free.

Gets an idea. Shifts her weight, forcing the chair to topple forward. Hits the floor. Painful.

(CONTINUED)

CONTINUED:

BO (O.C.)
...Yeah, hello, I'll be right there!

On the ground, Carly frees her hands by shimmying herself along the floor, which moves her taped hands up the back of the chair.

Once free from the chair, she slides them under her ass to get them in front of her. It's not easy, but she's finally able to do it.

BO (O.C.) (cont'd)
Can I help you?

DALTON (O.C.)
Hope so.

Carly tugs and pulls at the tape binding her feet -- can't get it undone and she's burning precious seconds trying. Abandons the effort and gets to her feet.

DALTON (cont'd)
I'm looking for some friends of mine.
Thought you might have seen'em -- needed a fanbelt?

Carly shuffles over to the door. Pulls on the handle. Damn. Pulls harder. Locked.

Carly looks up to the vent. From her angle, she can see that Dalton is facing the vent while Bo has his back to it.

BO
Yeah, they're killing some time just up the street with my brother. Had to wait for a fifteen inch fan belt to come in. Your timing's good. It just got here.

How to get Dalton's attention? Her eyes fall upon the tool cart.

DALTON
Good.
(beat)
How do people get here? Road's washed out.

Carly quietly pushes on the cart, her toes inching their way against the confines of the tape as she moves the cart below the vent.

BO
Come in the other way.

Carly hops on the cart. She's running out of time. Stands up. It's precarious. Problem now, is she's so close to the wall, she lost the angle that allowed her to see out the vent above her.

CUT TO:

EXT. GAS STATION - SAME

Bo and Dalton are standing near the pumps, not far from the vent.

BO
C'mon, I'll take you to them.

CU ON THE AIRVENT

as Carly's finger slips through one of the vent.slits.

DALTON
Sure. But if we could wait a sec though,
my buddy's at the grocery store.

Bo smiles --

BO
It won't be a second if Joe Flannery
starts talking. Your friend could be
there for days. It's just up the street.
We'll be back before your buddy's had a
chance to say two words -- trust me.

Carly's finger is wiggling like a worm on a line trying to
get Dalton's attention.

If Dalton only looked down. So close.

Dalton steps away from the pumps a few feet, looks down the
street to see if Nick's coming.

CARLY'S FINGER catches Bo's attention. Seems slightly
entertained.

He steps in between the vent and Dalton, blocking off any
possibility of him seeing the finger. Pulls the wire cutters
from his back pocket.

Dalton looks back to Bo.

DALTON
Looks like you're right.

Bo kneels down. Pretends to tie his shoe.

BO
So it's just the two of you here?

Bo opens the wire cutters. The finger moves.

DALTON
Yeah, a couple of other friends are
setting up our camp.

BO
Really -- where?

(CONTINUED)

CONTINUED:

DALTON
By these old mining buildings a couple
miles before that wash out.

CU ON THE CUTTERS

as they slowly encircle Carly's unsuspecting -- moving finger
just above the first knuckle.

SNIP! The tip of Carly's finger drops to the ground. The
stub recoils back into the vent.

DOWN BELOW

CU on Carly's face flushed with intense pain. Eyes bulge.
Tears pour.

BO (O.C.)
I know exactly where that is.

BACK UP TOP

Bo lifts the piece of the finger. Places it in his pocket
along with the wire cutters while he gets to his feet.

BO (cont'd)
I'll grab the belt and we'll be outta
here.

He walks into the garage.

INT. GAS STATION - CONTINUOUS

Bo walks over to a drawer directly beneath the fan belts.
Opens it. There's one belt inside -- a fifteen inch. Been
there the whole time.

BO
Let's go.

DOWN BELOW

Carly can barely contain herself. Now what? She can hear
the guys walking away, their voices beginning to fade. She
does her best stop the bleeding.

DALTON (O.C.)
It always this quiet around here?

BO (O.C.)
Didn't used to be.

Fuck this. She can't let Dalton leave. Attempts to scream.
It's hopeless. Goes to plan B.

She jumps on the cart. Over and over. Ker-thump! Ker-thump!
Ker-thump! She loses her balance and crashes to the cement
floor.

CUT TO:

EXT. GAS STATION - SAME

Dalton stops walking away from the station, reacting to the noise. Looks back. Bo is next to him.

DALTON
What was that?

BO
Damn dog. Gets pissed when I keep him
locked up. Starts banging into things.

Dalton finds it funny. He and Bo keep walking.

DALTON
When I was a kid, we had this dog that
was pretty blind. I used to move stuff
around so he'd bump into it.
(beat)
Thought it was funny at the time.

BO
You kill it?

That throws Dalton.

DALTON
...What?

BO
The dog.

DALTON
Why would I do that?

CUT TO:

EXT. OLD MINING STRUCTURES - CAMPSITE - NIGHT

CU on a "MESSAGE" display on Blake's cell phone, which is
resting on the cooler with the CD player still blasting away.

Widen to reveal --

The tent is up. Paige is walking toward the CD player -- two
more steps and she'll see the cell phone just behind it.

One more step, then -- Blake scoops her up from behind, spins
her around. She giggles.

BLAKE
Where do you think you're going?

Starts to carry her back to the tent.

PAIGE
I want to change the music.

(CONTINUED)

CONTINUED:

BLAKE
We have a very small window of
opportunity here.

PAIGE
You sent those two away just so we could
have sex?

BLAKE
C'mon, you think I'm that shallow and
calculating?

He takes her into the tent.

CUT TO:

INT. GAS STATION -- ROOM BELOW GARAGE -- SAME

Carly's hope is fading fast as she lays sprawled on her back,
beaten and bruised -- bleeding from what's left of her
finger.

CUT TO:

EXT. FLANNERY GROCERY STORE -- BACK ROOM -- SAME

Nick steps through the rear loading door -- discovering an
OLD WOODEN ICE HOUSE behind the store. The thumping noise is
emanating from inside.

NICK
Somebody in there? Hello?

The thumping continues.

EXT. ICE HOUSE -- CONTINUOUS

Nick approaches the structure -- carefully opens the door.

It's so dark inside he can't see a thing. He slowly reaches
in, his hands caressing the wall for a light switch. Finds
one -- flips it.

A single dangling bulb reveals -- strung upside down on a
MEAT HOOK, is the corpse of the BUCK Wade hit the night
before. It's been gutted. A hind quarter cut clean off.

Even though it's an ice house, there is no ice; matter of
fact, it's hot inside. Sweltering.

The THUMPING SOUND he's been hearing is coming from the
buck's broken antlers swinging into a wall as it sways back
and forth.

Nick's confused. What's moving it?

He moves around for a better look -- wishes he hadn't when HE
SEES that the inside of the buck is completely infested with
rats ripping and tearing at the meat; their weight causing
the carcass to sway back and forth.

(CONTINUED)

CONTINUED:

They see him and jump out of the remains! Nick's freaked by the sudden movement and trips trying to back up. A flood of rats flow right over top of him.

Nick flails and kicks at the rodents as he scrambles back to his feet and gets the fuck out of there.

CUT TO:

INT. HOUSE OF WAX - KITCHEN - NIGHT

O.C. Classical music plays.

Bo leads Dalton out of the hallway and into the kitchen.

DALTON
This place is really trippy.

BO
Sounds like they're downstairs. Through that door.

Dalton looks. Sees flickering light bouncing through the door that is open a few inches.

Bo hands Dalton the Fanbelt.

BO (cont'd)
If you guys need anymore help -- you know where to find me. I gotta get back to the station. Work to do.

DALTON
Thanks. Really cool of you to help my friends out.

BO
It's been my pleasure.

He leaves.

Dalton opens the door further. Slightly recoils. Protruding from the sides of the stairwell are several adult-sized wax arms, elbows bent at ninety degree angles; each palm holding a burning candle.

DALTON
Hello?
(beat)
Wade?...Carly?

He heads down the stairs -- more flickering light below.

INT. BASEMENT - BOTTOM OF STAIRS - CONTINUOUS

Dalton stops.

His eyes adjust to the minimal light being broadcast by A DOZEN PERFECTLY MOLDED, HALLOWED HUMAN HEADS made of wax that are attached to the walls like sconces;

(CONTINUED)

CONTINUED:

their vacant eyes and mouths spraying dancing light across the room, ominously illuminating a macabre site that makes his heart skip a beat:

EVERY INCH of the surrounding WALLS are adorned with thousands of partially exposed, panic stricken impressions of faces -- each protruding from beneath a thick layer of wax -- as if pushed out from the inside of the wall.

DALTON
You guys here ...?

Still no answer.

He sees that music is playing from an old phonograph set against a wall next to him -- turns it down.

DALTON (cont'd)
Carly, Wade?

Dalton continues across the room to a small hallway.

At the entrance, he sees more weirdness.

DALTON (cont'd)
...This is fucked up.

Each side is lined with ten, full-sized, IDENTICAL WAX bodies of men standing up, leaning toward one another -- their hands joined above their heads (think London Bridges) -- the whole thing creating a narrow, tunnel-like entrance into another room.

INT. BASEMENT HALLWAY - SAME

Dalton moves forward. Gets more spooked when he realizes that the heads on both sides have been melted together at the face.

DALTON
Hey, it's me. You in there?

At the end of the hallway -- he stops again.

INT. BASEMENT - BACK ROOM - SAME

We've been here before. Dalton hasn't.

A lump forms in his throat -- there on a table, off to the side of the room, is a wax figure of Wade -- motionless -- eyes closed. Fully dressed in his own clothes once again.

Dalton slowly moves to the table. This can't be.

He leans in closer. Touches the wax face. It dents. Still is warm.

The EYES FLIP OPEN! Desperate. Scared. But definitely alive. Dalton jumps out of his own skin.

(CONTINUED)

CONTINUED:

WADE
(muffled)
...Help me...

DALTON
Ohmygod, Wade.

Dalton begins to peel the wax off Wade's lips and face.
Stops. No fucking way -- underneath is a mess -- nothing but
raw, blistered skin.

Dalton fights his instincts to back away --

He continues to pull the wax. Steam rises. Dalton trembles.

DALTON (cont'd)
Oh shit. No.

Tries not to lose it --

DALTON (cont'd)
I'm gonna get you outta here. You'll be
okay.

WADE
(mumbling)
...I can't walk... he cut my fucking
legs.

THE MUSIC VOLUME SUDDENLY CRANKS

Dalton's pulse zips to one-fifty. Eyes dart. Shit. Looks
for a weapon. Doesn't take long -- there's a whole wall of
them. He grabs a knife. Turns.

This kid is scared shitless. Slowly moves to the hallway.
Lips tremble, knees are weakening.

INT. HALLWAY - CONTINUOUS

Dalton moves through the hallway -- weapon out front -- his
fear increasing with every step as he passes through the
raised arms and joined faces of the wax figures --

As he walks further down the line, ONE HEAD HE PASSES
suddenly turns!! It's Vincent. His cold eyes locked on
Dalton.

At the end -- Dalton pauses, peering into the front room.
Sweat pours. The only sound is his own rapid, terrified
breathing. No one there.

This is when his sixth sense kicks in -- someone's behind
him.

Turns. A blade SLASHES across his face! He reels. Vincent
comes at him for a second sweep.

(CONTINUED)

CONTINUED:

Dalton wildly lashes out with his own weapon, catching Vincent across the neck. Superficial -- enough to really piss him off though.

Dalton bolts for the stairs. Gets halfway up before he's grabbed from behind and thrown -- tumbling violently to the bottom. His knife goes flying.

He looks back up the stairs to see --

Vincent holding TWO IDENTICAL 14" CARVING KNIVES in his hands.

As Dalton begins to scramble backwards,

VINCENT LEAPS DOWN THE STAIRWELL!

Lands directly on Dalton's shoulders with his METAL-TIPPED BOOTS, crushing bones instantly.

Dalton writhes in pain. Lies helpless beneath the weight.

He watches -- trapped -- petrified -- as Vincent crosses the knives at his chest into a wide "V".

With a powerful THRUST of the hands, the knives rocket down, straddling Dalton's throat with a powerful THUD!

Dalton gurgles -- then from his pov -- all he can do is watch as Vincent grabs him by the leg and starts to drag his body toward the other room -- it's only then he realizes his head isn't traveling with the rest of his body as it gets further and further away from him.

CUT TO:

EXT. GAS STATION - SAME

Nick comes walking up to the deserted station.

CUT TO:

INT. GAS STATION - ROOM BELOW GARAGE - SAME

CU on Carly's taped hands, bloody, frantically working back and forth across the top of the tool cart, using its edge to cut through the tape. She's almost through, when --

NICK (O.C.)
...Dalton?

Carly attempts to scream "Nick" through her sealed lips -- barely audible. Pushes herself into high gear. She's got to get her hands free.

EXT. GAS STATION - SAME

Nick is perplexed. Where the hell is Dalton?

INT. GAS STATION - ROOM BELOW GARAGE - SAME

Carly's hands break free. She immediately begins to pull at her lips. It's killing her, but she eats the pain and continues pulling.

NICK (O.C.)
Dalton? Anyone here?

THE LIPS STREEEEETCHHH -- wider and wider, the glue holding. Carly uses the forefinger on her good hand, trying to wedge it between her lips. The skin finally tears. A small hole appears.

Tries to scream "Nick" again, but still too muffled. Needs more mouth. Continues the pressure, until millimeter by millimeter, the lips tear apart.

Finally -- hysterical...

CARLY
NICCCCKKK!

EXT. GAS STATION - SAME

Nick, who's heading back onto Main street, turns around. Where did that come from?

NICK
Carly?

CARLY (O.C.)
Down here. The vent.

Nick turns, sees where the frightened voice is coming from. Scurries over.

NICK
What are you doing?

He drops to his knees, peers into the vent. Sees her terror-stricken eyes looking up at him.

CARLY
You've got to help me.

NICK
Jesus, what happened?

CARLY
Please, get me out of here. There's a door inside the station. Hurry, I know he'll be back.

Nick doesn't waste a second. Dashes into the station.

INT. GAS STATION - ROOM BELOW GARAGE - SAME

Carly hears Nick coming down the stairs.

(CONTINUED)

CONTINUED:

The door is kicked open, revealing Nick on the other side.
Horror strikes his face at the sight of his sister.

NICK
Holy shit.

He runs to her. Sees her torn mouth. Pulls his sister into his arms.

Carly loses it; sobbing -- barely able to catch her breath.

NICK (cont'd)
I got you, it's okay. It's okay. I'm here, Carly.

CARLY
...He cut off my finger, Nick.

Nick gets a closer look. Blood everywhere.

NICK
Oh Jesus.

He whips off his shirt -- wraps it around her injured hand.

NICK (cont'd)
Who did this to you?

CARLY
A fucking whack case. I think he and his brother have got Wade and Dalton up at the house. Get my feet.

Nick aggressively pulls on the tape around her ankles. Can't tear it.

CARLY (cont'd)
I can't believe this is happening.

Nick is forced to use his teeth to make a rip in the tape.

CARLY (cont'd)
Faster. Please, Nick.

Her feet go free. She springs up.

Nick leads her to the door.

INT. GAS STATION - STAIRS - CONTINUOUS

They move up the stairs.

At the top --

Nick's pov - scans the area. All clear. They continue into:

INT. GAS STATION - MECHANIC'S GARAGE - CONTINUOUS

Carly stays tight to Nick as they quickly move along the wall. Comes across a phone mounted to it. He goes to try it, but, Carly's eyes pop with fear. What's she looking at? He turns to see what she does -- it's Bo coming down Main toward the station.

Nick pulls her down out of sight.

NICK
...That him?

She nods.

NICK (cont'd)
He's so fucking dead.

Nick immediately grabs a large crescent wrench laying on the garage floor.

CARLY
Nick -- let's just get out of here.
Please. We need help.

Her eyes plead with him.

TIME CUT TO:

INT. GAS STATION - STAIRWELL - LATER

Bo gets to the door -- sees it's splintered open. Room empty. He's pissed.

Camera stays on him as he moves quickly up the stairs and into:

INT. GAS STATION - GARAGE

Where he opens a cabinet under his tools and grabs a DOUBLE BARREL SHOT GUN. Checks the chambers -- empty. Rifles through a couple of drawers -- grabs the last TWO shotgun shells from a box.

EXT. SIDE OF MOVIE THEATER - SAME

Carly and Nick, who's carrying the wrench, are staying tight to the wall, careful not to make noise. Whispering --

NICK
Where the fuck is everybody?

CARLY
I don't know. I'm so worried about Wade and Dalton.

NICK
We'll find them.

(CONTINUED)

CONTINUED:

They get to the end of the theater's wall and stop. Peer around the corner to Main street.

Their pov - the church up at the end of the road. Lights are on inside.

Soft organ music continues to play from the distance.

CARLY

There was a preacher there earlier.

NICK

Good enough for me.

They slip out of hiding and move along the sidewalk toward the church, passing the sporting goods store earlier. Nick glances at the display in the window as they quickly move past.

CUT TO:

EXT. GAS STATION - FRONT - RIGHT AFTER

Bo runs out with a wild look in his eyes; a predator hunting for its prey. Looks down the street. Then up -- just missing catching a glimpse of Nick and Carly as they run to the side of the church and get lost in a shadow.

CUT TO:

EXT. SIDE OF CHURCH - PARKING LOT - NIGHT

Nick and Carly stay close to the sides of cars -- out of breath and out of sight. They duck down behind a car where Nick finds himself facing a LICENSE PLATE.

He shifts his gaze to another one parked next to them.

NICK

Look at the expiration stickers --

Carly follows Nick's eyes to the plate. Reads: April 93. His eyes scan the lot to the other cars' plates: June 96, May 94, Dec 00, March 01... She notices --

CARLY

They're all out of state.

NICK

What the hell's going on here?

(beat)

C'mon.

They race to the last car closest to the church. It's an old Cadillac. Peer around it, back toward town --

Their pov - Bo's moving up the sidewalk toward the House of Wax a block away. He keeps looking in store windows for them. Now's their chance.

(CONTINUED)

CONTINUED:

NICK (cont'd)
(whispering)
Go! Go! Go!

They scurry out of the parking lot toward the front door.

EXT. CHURCH - FRONT DOOR

They slip in.

INT. CHURCH - CONTINUOUS

They enter. People are still there. The two of them run down the center aisle.

NICK
Somebody help us!

No one turns around.

CARLY
There's a guy that's --

Then it suddenly hits Carly --

The preacher, the mourners, the casket up front -- it's all EXACTLY THE SAME as she saw it earlier.

Carly continues... slowly.

NICK
What's going on?

She stops at a pew holding several people. She's aghast -- no way. Although they look real, they're completely covered in wax; each face a sculpted reflection of sorrow.

She moves closer to an older woman holding a funeral program, sitting at the end of the pew -- the cover reads: "Farewell to Trudy".

Carly's slow trembling hand reaches out and touches the face. Looks closer to the eyes.

CARLY
Ohmygod, they're real.

Then it hits her hard -- there is no help.

NICK
I don't believe this.

They then see that the organ music they hear is actually coming from a speaker on the floor.

Carly looks to the open casket up front. Slowly moves to it. Contemplates whether she should even look -- finally, peers in. Sees --

(CONTINUED)

CONTINUED:

THE WAXED IMAGE of TRUDY. Although it's beautifully sculpted, we see Trudy is no Marilyn Monroe. In fact, she's hideously ugly, tremendously overweight, and all the wax in the world can't hide the fact that half her forehead is missing from a shotgun blast.

She's got two of Vincent's sculpted reptiles (a lizard and a small alligator) clasped reverently in her hands -- one face is of Vincent -- the other Bo!

CARLY
They're her boys.

Nick comes up next to her.

CARLY (cont'd)
What are we going to do?

NICK
Get Wade and Dalton, but we need wheels and more than this wrench.

CARLY
Didn't you drive here?

NICK
Dalton's got the keys.

Nick moves to the closest waxed person. Starts digging through his pockets. Carly's not moving --

NICK (cont'd)
C'mon, someone has to have keys to one of those cars out there.

It's hard for Carly, but she starts with the old woman with the bible. Lifts a purse off her shoulder. Checks it. Empty.

Moves on to the man next to the woman. She rifles through his pockets. His eyes remain locked -- fixed straight ahead in a cold stare.

They quickly move through everybody -- no luck.

NICK (cont'd)
Damn it!

CUT TO:

EXT. CAMPSITE - NIGHT

A glowing lantern inside throws two shadows on the side of the tent; Blake and Paige getting it on.

MUSIC BLARES from the CD player on the cooler.

INT. TENT - SAME

Blake starts to undo Paige's shirt, his face nuzzled in her neck, when --

The music suddenly stops.

Blake's too busy to even notice. Paige does though.

PAIGE
Blake -- the music?

BLAKE
What?

PAIGE
The CD went off. Please, I like it when it's on.

Reluctantly Blake peels himself away from her. Leaves the tent.

EXT. TENT - CONTINUOUS

Blake speeds over to the player -- obviously there's other things he'd rather be doing.

Examines it. What happened?

Hits play. And is surprised that the song starts back up. HE SEES the "MESSAGE" display on his cell phone by the CD's. We see it all over his face -- does he really want to check that?

Not really, but does. Brings the phone to his ear --

PAIGE (O.C.)
(alluring)
...Hey.

Blake looks over his shoulder. Sees the shadow of Paige on the tent wall. She's got his attention.

A strip tease begins. One piece at a time.

Blake's face blanches as he's listens to Carly's panicked call for help.

PAIGE (cont'd)
Come and get it big guy.

She turns off the light inside the tent.

INT. TENT - RIGHT AFTER

It's dark. Music continues to blare.

A moment later, the front flap flips open, spraying a very sexy looking Paige with moonlight.

(CONTINUED)

CONTINUED:

PAIGE
You forget about me?

Flaps close. Tent is dark again. Silence. Nothing.

PAIGE (cont'd)
Blake... ?

Still nothing -- then, that muffled, grim BREATHING NOISE.

Paige turns on the lantern -- finds herself FACE to FACE with Vincent -- inches apart! She screams! SWIPES her nails like an alley cat -- leaving noticeable scratches across his waxed face. He doesn't like it.

He violently pushes her back. She's no match.

Even though his eyes are dark and vacant, WE SEE excitement as he moves closer to her.

She reaches behind -- fumbles for the lantern. Latches onto it.

Swings it hard across Vincent's head, knocking him off her.

She uses the one second distraction and crawls from under him, scrambling out of the tent.

EXT. TENT - SAME

Paige takes off running...

She trips, falls flat, grinding her hands against the ground. Immediately discovers what happened to Blake. He's on the ground before her... a jagged edged carving tool having been stuck right through his Adams Apple -- eyes void of life -- staring right at her.

His cell phone is on the ground next to his head;
BROADCASTING Carly's earlier SCREAMS for HELP AND her STRUGGLE.

She doesn't even have time to mourn -- Vincent coming out of the tent.

She takes off. Heads toward the barn.

On the run, Vincent tears the tool from Blake's throat and HURLS it right at her -- it spins, end over end -- searing past the side of Paige's head.

Embeds in the side of the barn before her -- right next to a shot to shit "No Hunting Sign".

Paige whips her hand up to the side of her head -- discovers blood -- and a missing ear -- and no time to stop and look for it.

She plows through a door into the barn.

INT. BARN - SAME

It's dark. Musty. Slits of moonlight penetrate the aged boards, giving the inside a prison-like feel.

The area is filled with huge piles of ore cars and other old, broken-down mining equipment.

Paige hurriedly weaves her way deeper and deeper through the thick maze of debris.

Hears Vincent enter the barn.

She immediately slides in amongst the piles of Tetanus producing metal -- gets hidden, then focuses back on where she entered -- tries to control her accelerated breathing --

She sees Vincent coming through the door. He's got the tool he threw at her in his hand.

Paige's eyes search. Now what? Needs a way out. A ladder to a loft? No. Then she sees just beyond it --

A WINDOW FRAME -- no glass. It's her only hope.

Moving in stealth mode -- and keeping her eyes LOCKED on Vincent while he continues his search for her, she carefully makes her way toward the window opening. Silent step -- by silent step.

As she moves past more equipment, A FERAL CAT, pissed at the intrusion, SNARLS as it suddenly leaps from the depths of a shadow!

Paige throws a look to Vincent -- eyes meet. Time to run. She bolts for the window -- so does he, taking a different path. Her mind calculates -- she won't make it. Opts for the ladder to the loft.

AT THE LADDER

As she scurries up, he's only seconds behind! Swipes his tool at her foot -- slices her shoe.

INT. BARN - LOFT - CONTINUOUS

Paige comes off the top of the ladder -- directly in front her is a HAY LOADING BAY; doors open.

Sees an old rusty pitchfork stuck into a decayed bale of hay. She grabs it, spins and charges back to the ladder just as Vincent nears the top.

Thrusts -- the PRONGS embed into the ladder, just missing his face, but the inertia sends Vincent and the ladder toppling backwards.

On his way down, Vincent LAUNCHES his tool right at her. It spins through the air, plants in her gut. She cringes in pain.

(CONTINUED)

CONTINUED:

SHE HEARS Vincent crash hard to the floor --

Paige pulls the tool free as she staggers for the open Bay doors. It's the only way out and she's not wasting any time.

EXT. BARN - LOADING BAY - CONTINUOUS

Paige digs deep for the courage as she dangles herself from the opening -- a good twenty feet off the ground. Knows this is going to hurt. Drops! It's a harsh landing.

EXT. BARN - GROUND LEVEL - CONTINUOUS

Paige sends a worried look to the dark window frame as she gets to her feet -- staggers into waist-high field grass. Trips. Falls.

Listens for Vincent. Nothing. She tries to look back through the grass back toward the barn once again. Too thick.

Paige, holding her bleeding wound, slowly raises her torso -- inch by inch.

Her eyes get to the top of the grass. Peers. Looks to the window. Only darkness emanates.

She looks to the left of the barn. No movement. Nothing. Looks to her right. Same thing. Did she kill him after all?

Paige slowly gets to her feet. Bad call --

From out of the darkness of the window frame, the PITCHFORK comes flying.

Paige's pov -- no time to move. THUD. It's found her forehead. She stays focused on Vincent, who appears at the opening; the pitchfork's handle in front of her eyes, splitting her image of him in two.

She falls -- face first -- and stops before she hits the ground; the handle working as a kickstand.

EXT. ALLEY - FRONT CORNER OF SPORTING GOODS STORE - NIGHT

Carly, hidden in a shadow keeps her eyes peeled as Nick runs up to her from behind.

NICK

The back's all locked up -- no windows.

CARLY

What are we going to do?

Nick starts toward the front with the wrench. Carly stops him.

CARLY (cont'd)

It'll make too much noise. We don't know where he is.

(CONTINUED)

CONTINUED:

NICK

Then if he comes, he's history -- if not,
at least we have protection.

Nick tenses -- they're too late. Sees Bo sauntering up the middle of the street toward them -- shotgun resting on his shoulder like something out of the wild west. Cig hangs from his mouth.

Nick jumps into high gear -- turns the corner and throws the wrench at the Sporting Store's window.

EXT. SPORTING GOODS STORE - FRONT WINDOW

It shatters.

Nick leaps onto the display ledge. Takes the BOW and quill of ARROWS off one of the mannequins -- instantly realizes they're not mannequins, but waxed people like those in the church. Even the dog between them used to scratch fleas.

Beyond the mannequins, Nick and Carly realize that the store is completely EMPTY except for a large, hand-painted billboard leaning against the wall in the back. It's reads:
COME VISIT THE TOWN OF WAX!

Nick jumps back down. Looks to Bo, who is now running toward them. Nick grabs his sister, dashes to the theater next door.

EXT. MOVIE THEATER - CONTINUOUS

Carly and Nick sprint to the front door. It's unlocked. The minute Nick opens the door, it triggers the lobby lights to kick on, exposing --

INT. LOBBY - CONTINUOUS

Two waxed teens are behind the candy counter, standing rigid with enthusiastic expressions, holding out popcorn and candy.

In a corner on a throne, presented in a FORMAL DRESS, TIARA and the SAPPHIRE RING we saw Vincent placing on a finger earlier, is waxed Jennifer Taylor, the girl from the opening. A sash with "Miss Athelston" is draped across her chest, accenting her fake wave, and equally phony smile. A wax bouquet of roses are cradled in her arm.

Swooning around her in various expressions of defeat, are
THREE RUNNER UPS.

Nick and Carly cross the lobby to a set of theater doors. The second Nick pushes on them to enter -- another trigger; they HEAR LOONEY TUNES THEME MUSIC start up --

They enter to see --

INT. THEATER - CONTINUOUS

A Bugs Bunny/Daffy Duck cartoon starting up on the screen, which cascades the seats with light, captures the theater FULL of waxed people; all wearing extremely exaggerated faces of joy and laughter.

A waxed usher stands in the aisle with a flashlight.

INT. MOVIE THEATER - LOBBY

Bo enters. Gun out front. Crosses the lobby to the double doors. Pushes them open with the barrel of his gun. Steps inside.

INT. THEATER - CONTINUOUS

Bo's pov -- the cartoon continues.

He begins a slow descent down the aisle toward the front, checking out each row as he moves along. Knows Nick and Carly are in there -- somewhere.

He scans the waxed patrons; a Chinese couple, four college guys wearing fraternity gear, an old man with a hearing aid, a huge woman, a trucker, a young couple kissing -- it goes on -- all ages, all races... there was no discrimination.

Bo reaches the end of the aisle and continues across the front of the theater, canvassing the rows of seats before him -- face by face -- all frozen in silent expression.

Then his eyes catch something -- glistening sweat on the forehead of a patron whose face is slightly bent forward; it's Carly, sitting in one of the seats, trying her best to blend -- but when you're scared shitless, that ain't easy.

She looks up -- eyes meet Bo's, who swing aims his gun.

CARLY
Nick, NOW!

As she ducks down between the rows --

Bo triggers a chamber -- a wax figure sitting directly behind where Carly was, gets its head blown clean off.

Then movement draws Bo's attention to the sharp right.

His pov -- Nick rising between the rows. Arrow drawn back. Bow taunt. Aiming. He releases.

THE ARROW

Zzzzzzzzzzzips right at Bo -- sinks into his shoulder, pierces through to the other side. He reels backwards, stumbles to the ground.

The surprise, shock and pain are clearly something he's not used to as he fumbles for his gun.

(CONTINUED)

CONTINUED:

Nick and Carly use the window of opportunity -- scoot through the aisles, back toward the door.

With the arrow protruding, Bo fights the pain, struggles to his feet. Looks to Nick and Carly -- he's running out of time. Pumps off one more shot just as Carly and Nick race out -- exploding the Usher getting in the way.

CAMERA STAYS ON BO who isn't giving up. Comes up the aisle after them.

As he pushes open the doors out into the lobby, he finds himself staring directly at Nick waiting, ten feet back -- bow drawn, arrow poised.

THWAAAAAP!!! Bo doesn't even have time to breathe before Nick's buried the arrow into his chest -- the impact knocks him backwards.

Carly rises up from behind the candy counter.

Nick quickly reloads another arrow -- moves toward Bo; cautious. Bo's not moving. Eyes closed. Nick kicks him -- no response. Repeats. Still nothing. He grabs the fallen shotgun, checks the chambers -- empty. Frisks Bo for more ammo -- none to be found.

EXT. MOVIE THEATER - RIGHT AFTER

Nick, carrying the shotgun and bow in hand, dashes out with Carly. Sprint across the street, disappearing between the Community Pool and House of Wax.

EXT. COMMUNITY CENTER - ALLEY - RIGHT AFTER

They stop in the darkness.

NICK

One down.

Throws the gun into some bushes. Carly's a wreck.

CARLY

Do you think Wade and Dalton are like them? Already waxed?

NICK

I don't know.

(beat)
Where's the house?

CARLY

Over there.

She nods -- through the trees where they can see the Sinclair house lit up at the end of the street a hundred yards away.

NICK

Listen, I want you to head back down the road. Paige and Blake are --

(CONTINUED)

CONTINUED:

CARLY
No way. I'm not going anywhere alone,
and either are you.

Looks at her brother -- heartfelt.

NICK
...What?

CARLY
I didn't mean what I said earlier...

NICK
...I know. But let's hold off on the
soul cleansing shit, cause you and I are
getting out of here -- okay?

She nods.

CUT TO:

EXT. SINCLAIR HOUSE - IN THE TREES - NIGHT

Nick and Carly run up and take cover behind a large tree.
Nick has the bow in his hand, arrow ready to draw back if
need be.

It seems quiet.

Carly looks down the vacant driveway. She's confused.
There's no truck hung up on the rock anymore.

CARLY
His truck's gone. What if he's taken
them somewhere?

NICK
We go inside, look for them. If they're
not here, we haul ass -- get the fuck out
of here.

Nick scrutinizes the surrounding area.

NICK (cont'd)
Let's go in the back.

Carly follows Nick's lead as they weave their way through the
cover of dense foliage to the back of the house.

EXT. BACK OF SINCLAIR HOUSE - CONTINUOUS

Nick and Carly stay low and out of sight, eyes glued to the
rear of the neglected home. No movement. Nothing.

Only the back porch light is on. Moths dogfight. They move
in.

AT THE STEPS

(CONTINUED)

CONTINUED:

Carly sees a baseball bat, two gloves, and two soiled baseballs tossed into a basket.

She grabs the bat with her good hand, following Nick up the stairs to a screen door. The inside door is open.

Nick reaches up, opens the screen door. Creaks loudly. He freezes. Waits -- listening. No sounds of alarm.

Nick carefully continues on.

INT. SINCLAIR HOUSE - BACK DOOR - NIGHT

Nick and Carly prowl in. Once their eyes adjust to the minimal light, they find themselves in some sort of study.

Shelves lined with Medical diplomas, framed photos of a young married couple and leather-bound books -- all lay about in a disheveled way.

A door is closed on the other side.

Nick turns to Carly, sees that she's beyond terrified -- baseball bat in hand.

He clasps his hands around his sister's face. She's pale -- close to losing it.

NICK
Hang here. I'll check it out and be right back. It's okay.

CARLY
No way. Don't leave me.

NICK
I promise I'll be back. Just stay here and keep a watch.
(gentle)
'Kay?

Carly finally nods.

Nick slowly opens the door. Peers out. Sees an old styled kitchen. Filthy. Quiet. Heads into it.

Carly's pov -- Nick makes his way out of the kitchen, passing through another door that leads into a hallway.

All alone, Carly turns around, takes in the office.

A phone sits on a desk in the corner. She goes to it. Picks it up. Dead.

Her eyes wander the dimly lit study. A room where time has stood still. Thick dust covers everything.

Carly's attention lands on a display of two old, pearl-handled revolvers enclosed in glass on the book shelf.

(CONTINUED)

CONTINUED:

She goes over, slightly hopeful. Looks closer. They're locked in. Tries to open it. Doesn't budge.

Goes back to the desk, starts to dig for a key -- anything to pry it open. Pulls out the top drawer -- full of strewn papers, photographs, and loose change.

One of the PHOTOGRAPHS catches her eye.

CU on the PHOTO -- no fucking way; it's a black and white, very disturbing picture of

NEWBORN SIAMESE TWINS -- joined FACE to FACE!!

She reluctantly lifts the other photos out of the drawer.

The next pic reveals the twins at about three years old. Standing up, hands joined above their heads -- faces still attached.

Another shows them around four. Only now, they're separated. One looks completely normal. The other, gruesome; flat-faced.

Carly continues through the stack, revealing Trudy with her boys, and she's even uglier than she was in the casket -- a burning cig hangs from her mouth in most of the pics.

Carly speeds through a number of others, revealing a metamorphosis of the twins' life...

One getting older, looking normal (Bo), while the other also getting older (Vincent) -- has a series of waxed facial prosthetics that were continual obvious attempts at making him look like his brother. (These are the ones we saw hanging in the Sinclair house earlier).

CUT TO:

INT. DOCTOR'S OFFICE - SAME

Nick opens the door -- bow drawn back -- ready for anything. There's enough moonlight coming in to see that the room is empty. He's about to leave when he notices tiny shards of light escaping up from between some floorboards in the center of the room. He moves in. Investigates. Sees the light is coming up from a line cut through the floor. Pulls back a rug. Discovers a TRAP DOOR hidden underneath.

The HUMMING of a generator can be heard coming from below.

He opens it. The noise is louder. A ladder descends down into a bulb-lit tunnel below.

INT. STUDY - SAME

O.C. The front door opens.

Carly freezes in fear. Shit.

(CONTINUED)

CONTINUED:

She grabs her bat and scurries to the door that goes into the kitchen. Cracks it open slightly. Peers through --

Hears slow moving FOOTSTEPS coming down the hall -- closer. Too loud to be Nick. Her eyes stay glued to the door. Grip getting tighter on the bat. She sees

THE KITCHEN DOOR open.

She stifles an impulse to scream. It's Bo coming through. Both arrows sticking out of him. He's breathing hard -- sweating harder and eating the pain of his injuries.

She strains -- sees him move to the sink. He's hurting bad.

He grasps an arrow with one hand and begins to pull. A nauseous, sucking sound erupts the silence as he twists and turns the arrow -- screams in pain as he pulls it out.

Repeats with the second arrow, but this time, he's past pain; more calm.

Runs water on a dirty dish towel and applies it to his wounds.

After a few moments, he suddenly stops what he's doing. As if he's sensed her presence, he slowly turns his head, looking right at the crack in her door, but it's too dark to see her.

INT. KITCHEN - SAME

We stay on Bo as he crosses the kitchen to Carly's door. Picks up a butcher's knife along the way.

He opens the door --

Bo's pov - scanning the dark study. We wonder where the hell Carly went.

INT. STUDY - CONTINUOUS

Bo walks in -- moves about. Silent. Deadly.

UNDER THE DESK

is Carly, clutching her bat. She tries to sit still, but shakes uncontrollably. She can't see shit, but knows he's there.

ON BO

as he sees the photographs of he and his twin brother scattered on the desk. Crosses to them, standing right before Carly hiding underneath.

It's clear by his expression that he doesn't like the fact that his life's been invaded.

CAMERA stays on him as he leaves the study and into

THE KITCHEN

where he moves through and out the door into -

THE HALLWAY

where he continues to the stairs at the front door. He stands at the base of them for a moment, listening. Is someone upstairs? One way to find out -- starts an ascent.

BACK TO CARLY

under the desk, who's listening intently to Bo's footsteps going up the front stairs.

Carly pries herself from her hiding spot and soft-shoes into the kitchen. She's got to find Nick.

INT. KITCHEN - CONTINUOUS

She surveys. Heads into the hallway.

INT. HALLWAY - CONTINUOUS

Carly tilts her head slightly out of the kitchen door. Looks down the long hallway to the front door. It's clear. Quietly steps into the hall.

Her eyes wander the old Victorian.

Carly's GRABBED FROM BEHIND! A hand covers her mouth.

NICK
(whispers)
It's okay, it's me.

He turns her around. The doctor's office is behind him.

CARLY
It's Bo. He's not dead --

She sees something in his eyes. Fears the worst.

CARLY (cont'd)
Did you find them?

NICK
No, but there's a tunnel. Maybe they got away. I don't know.

Bo's footsteps can be heard at the top of the stairs.

NICK (cont'd)
C'mon. We're outta here.

Carly whirls. Heads into the kitchen, her brother right behind.

INT. KITCHEN - CONTINUOUS

They skirt through the kitchen, trying not to make a sound, head into --

INT. STUDY - CONTINUOUS

They are just about to jam out the back door, when

HEADLIGHTS

pull up close to the back steps. It's the truck. And Vincent is driving. The Mongrel is next to him.

Carly stifles a harsh reaction -- Paige and Blake are in the open bed -- tossed in like garbage.

Can't go out that way. Nick grabs his sister's hand, and heads back into the kitchen.

INT. KITCHEN - CONTINUOUS

They retrace their steps to the hallway door.

They can hear Bo now coming DOWN the stairs.

INT. HALLWAY - CONTINUOUS

Nick leads Carly out of the kitchen and into the hallway. Having no choice, he pulls Carly back into the doctor's office. Quietly closes the door just as Bo turns from the stairs into the hallway, Butcher's knife still in hand.

INT. DOCTOR'S OFFICE - CONTINUOUS

Nick takes a step back from the door -- Bow drawn; arrow pointing dead center. Carly couldn't be gripping the bat any tighter -- knuckles white.

They remain still. Listening to Bo's footsteps coming down the hall.

Carly notices that the light coming out from the open trap door behind them is casting shadows of their feet out under the office door -- she tugs on Nick's arm; backing him up.

INT. HALLWAY - CONTINUOUS

Their retreating shadows under the door catch Bo's attention -- he pauses momentarily, then continues right by their door to the kitchen, sporting a wry smile.

INT. KITCHEN - CONTINUOUS

Vincent is looking at the reflection of his face in the window above the sink -- he's attempting to smooth over the scratches left by Paige. It's not working -- and aggravating the shit out of him.

(CONTINUED)

CONTINUED:

Bo enters. Vincent turns, sees Bo's wounds. Has a deformed expression of concern on his face as he approaches his brother. Touches his wounds.

Bo doesn't have time for doting -- pushes his brother's hand away -- he points to the Doctor's office door -- implying they have visitors.

Vincent doesn't need anymore encouragement. They both silently exit the kitchen, and --

INT. HALLWAY - CONTINUOUS

And position themselves in front THE OFFICE DOOR --

Siblings against siblings. The brothers in unison kick the door off its hinges -- which reveals that Carly and Nick are no longer there -- the trap door is closed. But the rug isn't in place.

The generator hums from below.

SMASH CUT TO:

INT. DIRT TUNNEL - SAME

A string of lights dangle along the wall of this hand-carved tunnel. We've been here before when we saw Vincent dragging Wade through it.

Carly and Nick move along, heading toward a "T" intersection of a larger tunnel ahead.

They scurry by a large, rusty GENERATOR taking up half the tunnel.

Next to it, attached to the tunnel wall, Carly sees a long line of labeled light switches; Main Street, Flannery's, Pet Shop, Theater, House of Wax, pool/voices, Church/music, chimney smoke -- it goes on and on.

It now all makes sense to Carly. She looks back, past Nick.

CARLY
Are they coming?

He looks behind. Doesn't see the brothers.

NICK
Don't know. Just hurry!

They kick it into high -- get to where the tunnel "T's" into another.

INT. TUNNEL - RIGHT AFTER

They peer into the tunnel, totally unprepared for what they see;

(CONTINUED)

CONTINUED:

it's an old mine shaft with a string of dim lights hanging from the rocky ceiling, exposing a long row of cars, vans, campers, even a furniture truck, parked bumper to bumper; some with suitcases attached to their dusty roofs, others with mountain bikes still in racks. People, whose trips were all cut short.

CARLY
My God...

NICK
...Keep moving.

Carly and Nick press on. Bow out front, ready for any sort of confrontation -- they follow the lights.

Further down the row of cars, Nick stops, looks back -- makes sure no one is following.

CARLY
What are they doing?

Nick can't answer; -- he has no fucking idea.

He notices that stacked against the side of the mine shaft are cases and cases and cases of wax.

Other boxes next to them are stuffed full of wallets, cellphones, sunglasses, keys, and other personal items.

They push on another twenty yards -- Nick stops again. Although the tunnel continues straight ahead with more and more cars -- another line of lights make an abrupt turn to the right, heading into a much smaller tunnel. A way out?

CARLY (cont'd)
Which way?

NICK
...Don't know.

Nick lifts the bow up in front of him. Moves into the smaller tunnel. Carly follows with her bat.

OTHER TUNNEL - SAME

At the end of the short tunnel they see that it's blocked by a large piece of plywood.

Nick carefully slides the plywood open a crack. Looks through.

Instantly turns around -- fights the impulse to vomit.

CARLY
What? What is it?

NICK
Shitshitshit.

(CONTINUED)

CONTINUED: (2)

Carly forces herself to look. Knees go weak. Emotional pain emerges.

From Carly's pov -- not six feet away from her is --

DALTON'S WAXED HEAD sits on the workbench -- overlooking his body laying on the table where Wade used to be.

Carly can't move. Keeps staring at Dalton.

Nick fights his emotions as he slides the wood piece open further. Distraught.

NICK (cont'd)
C'mon.

She still doesn't budge. Fear controlling her.

Nick latches onto his sister.

NICK (cont'd)
We're getting out of this. Don't lose it now.

She still can't move. He gets in her face.

NICK (cont'd)
I mean it Carly, I need you. Maybe Wade got away -- we still don't know.

She finally nods -- but both hold little hope.

NICK (cont'd)
I'm going to get the keys from Dalton and we're gone.

CARLY
Yeah...okay. Okay.

INT. BASEMENT - BACK ROOM - CONTINUOUS

Nick goes over to the table. It's hard for him, but he digs into Dalton's pocket -- pulls out the keys.

Then, without notice, the set of STORM DOORS right above them are SWIFTLY OPENED. They look up just as Vincent drops down right in front of them.

Carly screams! She and Nick scramble to move back. Find themselves pinned against the burners boiling the vat of wax.

Nick fumbles to release an arrow. Does, but it soars right by Vincent's head. Embeds in the wall behind him. Before Nick can reload, Vincent shoves the table Dalton's torso is on right at them.

It slides --

Nick and Carly get hit hard. Go down. Dalton's body and table landing on them.

(CONTINUED)

CONTINUED:

Vincent moves to his wall of carving tools. Grabs one; ten inches long, skinny, serrated. Approaches.

Carly freaks, struggling to get out from underneath Dalton's headless body. Her bat just out of reach.

Nick's fallen right next to her -- sees Vincent coming in for the kill. Looks to his bow -- it's busted. Now what? Sees the row of propane tanks.

Vincent grabs the table. As he yanks on it to get it out of his way --

Nick snags a propane tank -- jumps to his feet -- spins the valve on the top open, extending the spewing fumes of propane over the open flame under the vat --

A BLOW TORCH instantly erupts, which he turns right on Vincent, now only feet away.

Vincent spins around -- his back igniting into instant flame.

Muffled screams of pain erupt from him. He falls to the ground, rolls, frantically trying to extinguish his burning flesh.

Nick drops the tank. It rolls -- catching everything in it's path on fire.

He pulls Carly to her feet. She grabs her bat. They make for the hallway.

INT. HALLWAY - CONTINUOUS

The two of them sprint through the hallway, racing under the hands and faces of the wax figures; their significance registering with Carly as she passes below. Behind -- an inferno begins to blaze.

INT. BASEMENT - FRONT ROOM - CONTINUOUS

They sprint across the room to the stairs. Stop.

Their pov - the Mongrel is standing at the top of the stairs, snarling down at them. Teeth barred. Saliva dripping.

Nick reaches up and breaks one of the WAX ARMS off the wall.

NICK
Fetch this motherfucker!

He hurls it RIGHT AT the dog. Direct hit. Yelps. Takes off.

Nick grabs his sister's hand, jamming up the rest of the stairs.

INT. HOUSE OF WAX - KITCHEN - RIGHT AFTER

Nick and Carly come blasting out from the stairwell. Nick leading, Carly half a step behind. He grabs the WAX ARM off the floor as they scramble through the kitchen and into the hallway.

INT. HOUSE OF WAX - HALLWAY - CONTINUOUS

They sprint toward the front door.

INT. HOUSE OF WAX - FOYER - CONTINUOUS

As they blow past the dining room with the TWO HIGH-CHAIRS, and into the foyer -- Carly screams. She's found Wade.

His waxed figure has replaced the woman he knocked over at the beginning. His face contorted into an exaggerated, WELCOMING SMILE.

Carly can barely handle the sight. Nick takes her.

They've got to get out of there. He pulls her toward the entrance. Shit. The Mongrel is there. Waiting. Growling. The front door swings open!

Standing there, looking beat to shit, but rising for the occasion, is Bo. The Butcher's knife in hand. The dog scurries past him.

BO

Hello.

NICK

Fuck you.

Nick lunges at Bo with the wax arm, swinging it like Barry Bonds. Bo moves to protect himself, but takes a hit in the process, knocking him back against the wall next to the door.

Nick hits him again.

NICK (cont'd)

Carly, go!!! Get out of here!

Nick swings again. Bo ducks the incoming blow and swipes his knife -- barely catching Nick across the chest.

ON BO

As a bat crashes against his back. Compliments of Carly.

He stumbles, falls.

POUNDING FOOTSTEPS turn their attention down the hallway.

It's Vincent -- the sharp, skinny tool still in his hand -- charging toward them. Smoke billows from the kitchen into the hallway behind him.

(CONTINUED)

CONTINUED:

Nick shoves Carly toward the front door.

NICK (cont'd)
GET THE HELL OUT OF HERE!

She shoots Nick a look -- his eyes say it all. He's going to Kamikaze Vincent --

NICK (cont'd)
GOOOOOOOOOO!

CARLY
Don't Nick!!

Too late --

Nick kicks it into high, stepping between she and Vincent. Swings his wax arm, just sweeping past Vincent's head --

Vincent lashes out. Just misses Nick, who turns, bringing down the wax arm like club -- close, but no damage.

Vincent counters with swift plunge of the carving tool, STABBING it into Nick.

CARLY (cont'd)
Nooooooooooooooooo!

Nick staggers back toward the front and collapses, knocking Wade's body over.

As Carly steps back in horror at the sight of her bleeding brother -- her leg is grabbed by Bo on the ground!

She kicks him in the head with her free foot. It snaps back. He lets go. She bolts for the open door, but Bo's able to knock it closed with his foot, blocking her escape.

It's HEATING UP FAST as flames and smoke are starting to crawl up the interior walls; things are beginning to melt.

This place is going down quick. She heads for her only escape -- the stairs.

Bo gets to his feet. Blood boiling. Knife still in hand. Looks at Nick, who is stirring. Carly can see it in Bo's eyes -- he's going to finish her brother off. He starts toward him.

It's at this moment Carly sees THICK BANDS of deep SCAR TISSUE THAT ENCIRCLE EACH OF Bo's WRISTS. Her eyes dart to the HIGHCHAIR with LEATHER STRAPS in the dining room, realizing --

CARLY (cont'd)
That was your highchair, wasn't it?

He snaps a look to her. She's hit a nerve.

(CONTINUED)

CONTINUED: (2)

CARLY (cont'd)
Why are you doing this for a woman who
fucking hated you?

BO
(vicious)
Don't say that!

He continues toward her brother.

CARLY
You're nothing but the talent-less twin.
You stole her favorite's face.

BO
Shut up!

CARLY
That why you blew her brains out?

Bo's had enough. Changes direction away from Nick to Carly.
Comes in for the kill. Vincent joins him.

Carly has no choice, except to --

GO UP THE STAIRS

She scrambles. Vincent and Bo take off right behind her.

CU on her feet -- the heat from the fire is beginning to
soften the wax stairwell.

Carly disappears around a corner at the top.

TOP OF STAIRS

Bo heads up the stairs with his brother right behind him --
their heavier weight pushing their feet deeper into the
melting wax of the stairs.

Just as Bo reaches the top --

CRAAAACK! He's greeted by CARLY'S BAT TO HIS FACE. The
impact snaps his head backwards into his brother. They both
tumble to the bottom of the stairs.

FOYER - BOTTOM OF STAIRS

Only Vincent stirs. Looks to Bo's mangled face, grotesquely
distorted by the bat; making them look more like twins than
they ever did. Bo's dead.

In a grunting sort of way, Vincent wails for the lost life of
his brother, pulling him into his arms, cradling him like a
baby. The loss too much. Puts his face right against his
brother's where they were once connected.

It's getting hotter -- flames creep through holes in the
floor as pockets of wax melt, dripping down into the basement
below.

(CONTINUED)

CONTINUED:

Vincent jerks a look up to the top of the stairs where HE SEES Carly watching him; bat in hand. His waxed face is beginning to SAG FROM THE HEAT, giving him even more of a demonic presence.

Vincent gently lays his brother down, grabs his carving tool off the floor and trudges back up the stairs. Nothing's stopping him. He wants revenge.

Raindrops of hot wax from the ceiling begin to drop onto Vincent, who doesn't give a shit -- Bo's dead.

Nearby walls are beginning to droop. Doorways sag. Wax carvings are melting into pools as the heat intensifies by the second. Flames have nearly engulfed the first floor.

INT. HALLWAY - UPSTAIRS - SAME

Carly's sweating from the heat. Attempts to run down the hallway toward a lone bedroom, but the melting wax beneath her feet turns her efforts into slow motion.

She finally gets to a door at the end. Goes in. Closes it as Vincent arrives at the top of the stairs.

INT. UPSTAIRS BEDROOM - CONTINUOUS

Carly turns. It's a baby's room done in wax. No windows -- no escape. She moves to a nearby dresser. On it is a WAX REPLICA of the entire town. She pushes the dresser against the door, just as --

WHAM! Vincent's carving tool PIERCES RIGHT THROUGH the softened wax door, stopping a hair short of her eyes. Another plunge. Then another.

She takes a couple of terrified steps away from the door -- this is the end, and bumps into a baby's crib -- she can't help but see what's laying across a blue blanket inside -- solid wax replicas of the TWINS at infancy, ATTACHED AT THE FACE.

The door splinters more -- it's only seconds before Vincent is inside.

Carly looks to her feet -- they're literally sinking into the soft wax floor.

She struggles to move further away from the door. She can now see Vincent as he's made an opening large enough to start tearing a hole with his hand, enlarging it by the second.

The floor begins to melt further-- Carly can see pockets opening up -- exposing the first floor below.

Heat blazes.

(CONTINUED)

CONTINUED:

Vincent crashes into the room. His quickly melting face now revealing what's underneath -- a tangled mess of ghostly white scar tissue, covering a very deformed, FLAT FACE -- with two tiny holes for nostrils, small beads for eyes, and a little round hole the size of a quarter for a mouth.

CARLY
LEAVEMETHEFUCKALONE!

He runs straight for Carly. Reaches out for her -- ready to kill.

She's so fucked, but --

The floor suddenly **MELTS AWAY** right beneath their feet -- sending both of them crashing through to the study/livingroom right below.

CUT TO:

INT. HOUSE OF WAX - STUDY/LIVINGROOM - RIGHT AFTER

Carly is in a daze -- injured. She painfully opens her eyes, only to realize that the only thing stopping her from continuing right into the basement is a series of boards -- eighteen inches apart that run the length of the house; the infrastructure.

The entire basement is exposed below her and has become a pool of boiling wax.

Heat and smoke are all around her --

The animal heads and bodies are melting away.

Carly sees Nick laying motionless by the front door --

CARLY
...Nick?

He stirs! He's alive!

Carly attempts to crawl closer to him, careful not to fall through the gaps between the boards, when --

SHE'S GRABBED by Vincent! He's dangling right below her, He's holding onto one of the support beams with one hand and now her with the other. There's no way she can hold on.

Her eyes search. Need something. Anything. Eye's fall on Bo's Butcher knife -- teetering on another support beam -- could go any second. She reaches for it. Just an inch too far.

Vincent is using his grip on her to lift himself up to safety.

She makes a move and extends with all her strength... and just barely latches onto the knife. It's all she needed.

(CONTINUED)

CONTINUED:

She DRIVES the thick blade down with all her strength, connecting directly onto Vincent's fingers clasped onto the beam.

Ends of fingers go flying -- he lets out a yell from hell. The hand loses its hold. The instant pain overwhelming. He hangs by the one hand latched onto Carly. His weight is too much for her.

CU on her own grip. It's giving way -- inch by inch, until --

She raises the Butcher's knife one more time and drives it hard, down into the top of his head -- splits open like firewood. He looks at her for a brief second; a pathetic gaze -- then plunges backwards, falling into the pool of boiling wax.

He rises to the surface once, completely encased in wax, then slowly sinks.

Carly struggles -- pulls herself up. Stands. Sees that Nick is starting to slide with the melting wax into the basement.

This house is going down. She only has seconds. Flames everywhere. Wax channeling like hot lava.

It's a race against the clock as she unsteadily steps from one floor beam to another, making her way to her brother.

INT. HOUSE OF WAX - FOYER

Carly gets to Nick and grabs him just as he slides, and with every last bit of strength she has -- pulls him backwards, crashing right out through the melting front door.

EXT. HOUSE OF WAX - FRONT PORCH - CONTINUOUS

Nick and Carly tumble across the porch as it's literally liquefying beneath them -- they topple down the front steps to safety just as --

THE HOUSE OF WAX IMPLODES.

They lie there.

The fire dancing off Carly's saddened eyes as she watches.

Emotion heavy.

It's over.

DISSOLVE TO:

EXT. SINCLAIR HOUSE - NIGHT

The aftermath. Red lights strobe the front of the house. A handful of OFFICERS come and go from the inside. Four-wheel drive police vehicles are parked about.

(CONTINUED)

CONTINUED:

SHERIFF HOWGIE, a well built man in his fifties exits the front door.

He approaches Carly and Nick, who are seated on the front porch steps of the house. Her head on his shoulder. Silent. Beat to shit. Their differences gone forever.

A FEMALE OFFICER has field dressed their wounds.

Carly's blank gaze is glued to TWO BODY BAGS lined along the lawn.

SHERIFF
How you guys doing?

Carly rolls her swollen, tear-filled eyes up to him.

SHERIFF (cont'd)
Sorry, stupid question. Deputy Nelson here is going to give you two a ride to the hospital. Your folks are meeting you there.

Beat.

CARLY
How could nobody know about all this?
Them?

SHERIFF
This town's hard as hell to get to. Been abandoned for ten years -- not even on the map. You put that with the bogus detour signs, and all you people traveling from out of state -- where do you even start looking when you turn up missing?

The Sheriff helps them to their feet. He and the Female Officer walk them to a police vehicle nosed into the driveway.

Carly and Nick are driven off. In silence. Alone.

A Deputy approaches the Sheriff from the front of the house.

DEPUTY
Sheriff?

The Sheriff turns.

SHERIFF
What's up?

DEPUTY
Turns out Sinclair lost his license to practice in New York in the sixties.

(CONTINUED)

CONTINUED: (2)

SHERIFF

Resettles here where no one knows him.
Starts up again. No wonder he performed
the surgery himself. Couldn't afford the
attention.

DEPUTY

There's more. Trudy and the Doctor
didn't have two sons -- they had three.

DISSOLVE TO:

INT. POLICE VEHICLE - DAY

Carly and Nick are riding in silence. Numb.

Carly gazes ahead. Sees a truck parked off the road in the
distance with a man standing next to it.

As they get closer -- it's Lester, who is in the middle of
cutting up a road kill and tossing the pieces into the back
of his truck -- the Mongrel dog is sitting right next to him.

Lester and Carly's eyes meet.

He smiles, pets the dog, and gives Carly a slight wave as
they pass by.

THE END